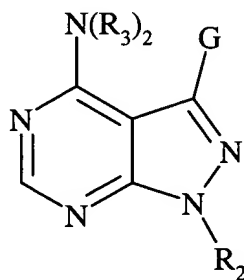


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

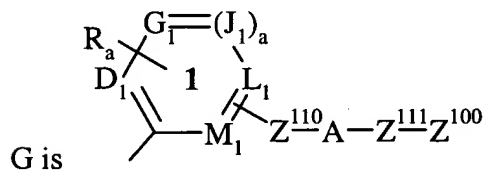
Listing of Claims:

1. (Previously Amended): A compound of Formula (I)

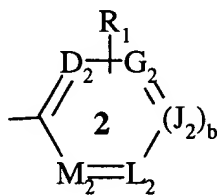


(I)

racemic-diastereomeric mixtures, optical isomers, pharmaceutically-acceptable salts or prodrugs thereof wherein:

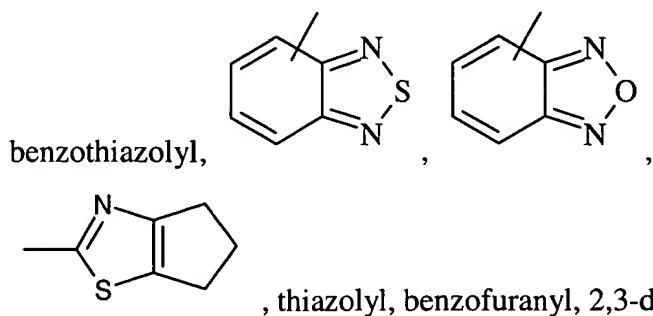


G is



where Z^{100} is or a group optionally substituted with R_1 selected from the group consisting of alkyl, cycloalkyl, pyrrolidinyl, quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, phthalazinyl, imidazo[1,2-a]pyrimidinyl, 1H-imidazo[1,2-a]imidazolyl, imidazo[2,1-b][1,3]thiazolyl, naphthyl,

tetrahydronaphthyl, benzothienyl, furanyl, thienyl, benzoxazolyl, benzoisoxazolyl,



isoxazolyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl, pyrazolyl, pyrrolyl, pyrrolopyridinyl, H-pyridinone, oxazolyl, isothiazolyl, oxadiazolyl, thiadiazolyl, indolinyl, indazolyl, imidazo[1,2-a]pyridinyl, benzoisothiazolyl, 1,1-dioxybenzoisothiazolyl, pyrido-oxazolyl, pyrido-thiazolyl, pyrimido-oxazolyl, pyrimido-thiazolyl and benzimidazolyl;

Z^{110} is a covalent bond, or an optionally substituted (C_1-C_6) which is optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

Z^{111} is a covalent bond, an optionally substituted (C_1-C_6) or an optionally substituted - $(CH_2)_n$ -cycloalkyl- $(CH_2)_n$ -; where the optionally substituted groups are optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

R_a and R_1 each represent one or more substituents for each occurrence independently selected from the group consisting of hydrogen, halogen, -CN, - NO_2 , -C(O)OH, -C(O)H, -OH, -C(O)O-alkyl, -C(O)O-aryl, -C(O)O-heteroaryl, -C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylcarbonylamino, trifluoromethylsulfonamido, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkenyl, substituted or unsubstituted aryloxy, substituted or unsubstituted heteroaryloxy, substituted or

unsubstituted heteroarylalkoxy, substituted or unsubstituted arylalkoxy, substituted or unsubstituted alkyl-S(O)_p-, substituted or unsubstituted alkyl-S-, substituted or unsubstituted aryl-S(O)_p-, substituted or unsubstituted heteroaryl-S(O)_p-, substituted or unsubstituted arylalkyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted alkynyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkyl, substituted or unsubstituted amido groups, substituted or unsubstituted heteroarylthio, substituted or unsubstituted arylthio, -Z¹⁰⁵-C(O)N(R)₂, -Z¹⁰⁵-N(R)-C(O)-Z²⁰⁰, -Z¹⁰⁵-N(R)-S(O)₂-Z²⁰⁰, -Z¹⁰⁵-N(R)-C(O)-N(R)-Z²⁰⁰, R_c and CH₂OR_c;

where R_c for each occurrence is independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, -CH₂-NR_dR_e, -W-(CH₂)_t-NR_dR_e, -W-(CH₂)_t-O-alkyl, -W-(CH₂)_t-S-alkyl, or -W-(CH₂)_t-OH;

Z¹⁰⁵ for each occurrence is independently a covalent bond or (C₁-C₆);

Z²⁰⁰ for each occurrence is independently a substituted or unsubstituted (C₁-C₆), substituted or unsubstituted phenyl or substituted or unsubstituted -(C₁-C₆)-phenyl;

R_d and R_e for each occurrence are independently H, alkyl, alkanoyl or SO₂-alkyl; or R_d, R_e and the nitrogen atom to which they are attached together form a five- or six-membered heterocyclic ring;

t for each occurrence is independently an integer from 2 to 6;

W for each occurrence is independently a direct bond or O, S, S(O), S(O)₂, or NR_f, wherein R_f for each occurrence is independently H or alkyl; or

R₁ is a substituted or unsubstituted carbocyclic or heterocyclic ring fused with ring 2;

R₃ for each occurrence is, independently, hydrogen, hydroxy, substituted or unsubstituted alkyl, substituted or unsubstituted -C(O)-alkyl, a substituted or unsubstituted -C(O)-aryl, or a substituted or unsubstituted -C(O)-heteroaryl or substituted or unsubstituted alkoxy;

A is -(C₁-C₆)-, -O-, -S-, -S(O)_p-, -N(R)-, -N(C(O)OR)-, -N(C(O)R)-, -N(SO₂R)-, -CH₂O-, -CH₂S-, -CH₂N(R)-, -CH(NR)-, -CH₂N(C(O)R)-, -CH₂N(C(O)OR)-, -

$\text{CH}_2\text{N}(\text{SO}_2\text{R})-$; $-\text{CH}(\text{NHR})-$; $-\text{CH}(\text{NHC}(\text{O})\text{R})-$; $-\text{CH}(\text{NHSO}_2\text{R})-$; $-\text{CH}(\text{NHC}(\text{O})\text{OR})-$; $-\text{CH}(\text{OC}(\text{O})\text{R})-$; $-\text{CH}(\text{OC}(\text{O})\text{NHR})-$; $-\text{CH}=\text{CH}-$; $-\text{C}(=\text{NOR})-$; $-\text{C}(\text{O})-$; $-\text{CH}(\text{OR})-$; $-\text{C}(\text{O})\text{N}(\text{R})-$; $-\text{N}(\text{R})\text{C}(\text{O})-$; $-\text{N}(\text{R})\text{S}(\text{O})_p-$; $-\text{OC}(\text{O})\text{N}(\text{R})-$; $-\text{N}(\text{R})\text{C}(\text{O})-(\text{CH}_2)_n-\text{N}(\text{R})-$; $-\text{N}(\text{R})\text{C}(\text{O})\text{O}-$; $-\text{N}(\text{R})-(\text{CH}_2)_{n+1}-\text{C}(\text{O})-$; $-\text{S}(\text{O})_p\text{N}(\text{R})-$; $-\text{O}-(\text{CR}_2)_{n+1}-\text{C}(\text{O})-$; $-\text{O}-(\text{CR}_2)_{n+1}-\text{O}-$; $-\text{N}(\text{C}(\text{O})\text{R})\text{S}(\text{O})_p-$; $-\text{N}(\text{R})\text{S}(\text{O})_p\text{N}(\text{R})-$; $-\text{N}(\text{R})\text{C}(\text{O})-(\text{CH}_2)_n-\text{O}-$; $-\text{C}(\text{O})\text{N}(\text{R})\text{C}(\text{O})-$; $-\text{S}(\text{O})_p\text{N}(\text{R})\text{C}(\text{O})-$; $-\text{OS}(\text{O})_p\text{N}(\text{R})-$; $-\text{N}(\text{R})\text{S}(\text{O})_p\text{O}-$; $-\text{N}(\text{R})\text{S}(\text{O})_p\text{C}(\text{O})-$; $-\text{SO}_p\text{N}(\text{C}(\text{O})\text{R})-$; $-\text{N}(\text{R})\text{SO}_p\text{N}(\text{R})-$; $-\text{C}(\text{O})\text{O}-$; $-\text{N}(\text{R})\text{P}(\text{OR}_b)\text{O}-$; $-\text{N}(\text{R})\text{P}(\text{OR}_b)-$; $-\text{N}(\text{R})\text{P}(\text{O})(\text{OR}_b)\text{O}-$; $-\text{N}(\text{R})\text{P}(\text{O})(\text{OR}_b)-$; $-\text{N}(\text{C}(\text{O})\text{R})\text{P}(\text{OR}_b)\text{O}-$; $-\text{N}(\text{C}(\text{O})\text{R})\text{P}(\text{OR}_b)-$; $-\text{N}(\text{C}(\text{O})\text{R})\text{P}(\text{O})(\text{OR}_b)\text{O}-$, or $-\text{N}(\text{C}(\text{O})\text{R})\text{P}(\text{OR}_b)-$;

where R for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl or substituted or unsubstituted aryl;

R_b for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted cycloalkyl or substituted or unsubstituted aryl;

p is 1 or 2; or

in a phosphorus containing group, the nitrogen atom, the phosphorus atom, R and R_b together form a five- or six-membered heterocyclic ring; or

A is NRSO_2 and R, R_a and the nitrogen atom together form a substituted or unsubstituted five or six-membered heterocyclic ring fused to ring 1; or

$\text{Z}^{110}-\text{A}-\text{Z}^{111}$ taken together is a covalent bond; and

R_2 is H or a group of the formula $-\text{Z}^{101}-\text{Z}^{102}$;

Z^{101} is a covalent bond, $-(\text{C}_1-\text{C}_6)-$, $-(\text{C}_1-\text{C}_6)-\text{O}-$, $-(\text{C}_1-\text{C}_6)-\text{C}(\text{O})-$, $-(\text{C}_1-\text{C}_6)-\text{C}(\text{O})\text{O}-$, $-(\text{C}_1-\text{C}_6)-\text{C}(\text{O})-\text{NH}-$, $-(\text{C}_1-\text{C}_6)-\text{C}(\text{O})-\text{N}((\text{C}_1-\text{C}_6))-$ or a substituted or unsubstituted phenyl group;

Z^{102} is hydrogen; a substituted or unsubstituted alkyl group; a substituted or unsubstituted cycloalkyl group; a substituted or unsubstituted cycloalkenyl, a substituted or unsubstituted, saturated or unsaturated heterocyclic group; or a substituted or unsubstituted, saturated or unsaturated heterobicyclic group; wherein said substituted alkyl, substituted cycloalkyl, substituted cycloalkenyl, substituted

heterocyclic and substituted heterobicyclic group having one or more substituents each independently selected from the group consisting of hydroxyl, cyano, nitro, halo, substituted or unsubstituted (C₁-C₆), substituted or unsubstituted aryl, substituted or unsubstituted -C(O)-alkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted -N(R)-(C₁-C₆) -OR, substituted or unsubstituted -N((C₁-C₆) -OR)₂, substituted or unsubstituted -N(R)-(C₁-C₆) -C(O)₂R, substituted or unsubstituted -(C₁-C₆) -N(R)-(C₁-C₆) -OR, substituted or unsubstituted -(C₁-C₆) -N(R)-(C₁-C₆) -N(R)₂, substituted or unsubstituted -(C₁-C₆) -C(O)N(R)-(C₁-C₆) -N(R)₂, substituted or unsubstituted sulfonamido, substituted or unsubstituted ureido, substituted or unsubstituted carboxamido, substituted or unsubstituted amino, substituted or unsubstituted -N(R)-(C₁-C₆) -OR, oxo, and a saturated, unsaturated or aromatic, substituted or unsubstituted heterocyclic group ~~comprising~~ consisting of one or more heteroatoms selected from the group consisting of N, O, and S; wherein the nitrogen atoms of said heterocyclic group or heterobicyclic group are independently optionally substituted by oxo, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted -C(O)N(R)₂, substituted or unsubstituted -C(O)-(C₁-C₆)-N(R)₂, -C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted arylalkyl group, or substituted or unsubstituted heteroarylalkyl; or

R₂ is a group of the formula -B-E, wherein B is a substituted or unsubstituted cycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted azacycloalkyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkylsulfonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aminoalkylcarbonyl, substituted or unsubstituted alkylene, substituted or unsubstituted aminoalkyl, substituted or unsubstituted alkylencarbonyl or substituted or unsubstituted aminoalkylcarbonyl group; and E is substituted or unsubstituted alkyl, a substituted or unsubstituted cycloalkyl, substituted or unsubstituted azacycloalkyl, a substituted or unsubstituted heterocycloalkyl,

substituted or unsubstituted (C₁-C₆)-azacycloalkyl-, substituted or unsubstituted azacycloalkylcarbonyl, substituted or unsubstituted azacycloalkylsulfonyl, substituted or unsubstituted azacycloalkylalkyl, substituted or unsubstituted heteroaryl-N(R)-(C₁-C₆)-, substituted or unsubstituted aryl-N(R)-(C₁-C₆)-, substituted or unsubstituted alkyl-N(R)-(C₁-C₆)-, substituted or unsubstituted heteroaryl-(C₁-C₆)-N(R)-, substituted or unsubstituted aryl-(C₁-C₆)-N(R)-, substituted or unsubstituted alkyl-(C₁-C₆)-N(R)-, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylcarbonyl, substituted or unsubstituted alkylcarbonyl, substituted or unsubstituted arylcarbonyl, substituted or unsubstituted heteroarylsulfonyl, substituted or unsubstituted alkylsulfonyl, substituted or unsubstituted arylsulfonyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted azacycloalkylcarbonylamino, substituted or unsubstituted heteroarylcarbonylamino, substituted or unsubstituted arylcarbonylamino, substituted or unsubstituted alkylcarbonylamino or substituted or unsubstituted aryl;

a is 1 and D₁, G₁, J₁, L₁ and M₁ are each independently selected from the group consisting of CR_a and N, provided that at least two of D₁, G₁, J₁, L₁ and M₁ are CR_a; or

a is 0, and one of D₁, G₁, L₁ and M₁ is NR_a, one of D₁, G₁, L₁ and M₁ is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above;

b is 1 and D₂, G₂, J₂, L₂ and M₂ are each independently selected from the group consisting of CR_a and N, provided that at least two of D₂, G₂, J₂, L₂ and M₂ are CR_a; or

b is 0, and one of D₂, G₂, L₂ and M₂ is NR_a, one of D₂, G₂, L₂ and M₂ is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above; and

n for each occurrence is independently an integer from 0 to 6;

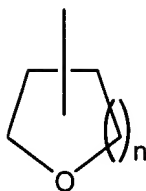
provided that when A is -N(R)-, Z¹¹⁰ and Z¹¹¹ are each a covalent bond, and R₂ is a 3,4-dihydroxytetrahydrofuran-2-yl or a 3,4-diacetyloxytetrahydrofuran-2-yl, then Z¹¹⁰ is not alkyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl or pyrrolidinyl;

provided that when Z^{110} and Z^{111} are each a covalent bond, and R_2 is a 3,4-dihydroxytetrahydrofuran-2-yl or a 3,4-diacetyloxytetrahydrofuran-2-yl, Z^{100} is a substituted or unsubstituted alkyl, then A is not alkyl, -O-, -C(O)-, -NHC(O)- or -C(O)O-;

provided that when Z^{110} -A- Z^{111} taken together are a covalent bond, then Z^{100} is not alkyl; provided that when Z^{110} -A- Z^{111} taken together are a C_1 - C_6 alkyl, then Z^{100} is not phenyl, pyrrolyl, imidazolyl, pyrazolyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, furyl or thienyl; and

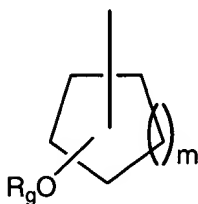
provided that when R_2 is a substituted or unsubstituted cyclopentyl, Z^{100} is an substituted or unsubstituted alkyl, Z^{110} and Z^{111} are each a covalent bond, then A is not -O-, -C(O)O-, or -N(R)-.

2. (Original): The compound of Claim 1 wherein R_3 is H; R_1 for each occurrence is independently selected from the group consisting of F, Cl, Br, I, CH_3 , NO_2 , OCF_3 , OCH_3 , CN, CO_2CH_3 , CF_3 , $-CH_2NR_dR_e$, t-butyl, pyridyl, substituted or unsubstituted oxazolyl, substituted or unsubstituted benzyl, substituted or unsubstituted benzenesulfonyl, substituted or unsubstituted phenoxy, substituted or unsubstituted phenyl, substituted or unsubstituted amino, carboxyl, substituted or unsubstituted tetrazolyl, and substituted or unsubstituted styryl.
3. (Original): The compound of Claim 1 wherein R_3 is H; R_a for each occurrence is independently selected from the group consisting of F, Cl, Br, I, CH_3 , NO_2 , OCF_3 , OCH_3 , CN, CO_2CH_3 , CF_3 , t-butyl, pyridyl, substituted or unsubstituted oxazolyl, substituted or unsubstituted benzyl, substituted or unsubstituted benzenesulfonyl, substituted or unsubstituted phenoxy, substituted or unsubstituted phenyl, substituted or unsubstituted amino, carboxyl, substituted or unsubstituted tetrazolyl, and substituted or unsubstituted styryl.
4. (Original): The compound of Claim 1 wherein R_3 is H; R_2 is of the formula



wherein n is 1, 2 or 3.

5. (Original): The compound of Claim 1 wherein R_3 is H; R_2 is of the formula



wherein:

m is 0, 1, 2 or 3;

R_9 is H or $-(CH_2)_pN(R_4)R_5$;

p is an integer from 2 to 6;

R_4 and R_5 are each, independently, H, azabicycloalkyl or Y-Z;

Y is selected from the group consisting of $-C(O)-$, $-(CH_2)_q-$, $-S(O)_2-$, $-C(O)O-$, $-SO_2NH-$, $-CONH-$, $-(CH_2)_qO-$, $-(CH_2)_qNH-$, and $-(CH_2)_qS(O)_r-$;

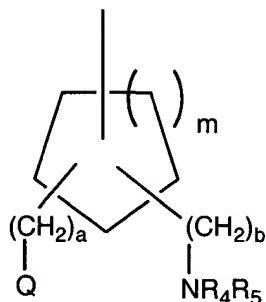
q is an integer from 0 to 6;

r is 0, 1 or 2; and

Z is a substituted or unsubstituted moiety selected from the group consisting of alkyl, alkoxy, amino, aryl, heteroaryl and heterocycloalkyl group; or

R_4 , R_5 and the nitrogen atom to which they are attached together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocyclic or heterobicyclic group.

6. (Original): The compound of Claim 1 wherein R_3 is H; R_2 is of the formula



wherein:

m is 0, 1, 2 or 3;

a and b are each, independently, an integer from 0 to 6;

Q is -OR₆ or -NR₄R₅;

each R₄ and R₅ is, independently, H, azabicycloalkyl or Y-Z;

Y is selected from the group consisting of -C(O)-, -(CH₂)_q-, -S(O)₂-, -C(O)O-, -SO₂NH-, -CONH-, (CH₂)_qO-, -(CH₂)_qNH-, and -(CH₂)_qS(O)_r-;

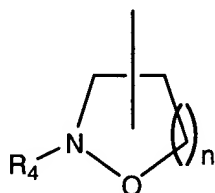
q is an integer from 0 to 6;

r is 0, 1 or 2; and

Z is a substituted or unsubstituted alkyl, substituted or unsubstituted alkoxy, amino, aryl, heteroaryl or heterocycloalkyl group; or

R₄, R₅ and the nitrogen atom to which they are attached together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocyclic or heterobicyclic group; and
 R₆ is hydrogen or a substituted or unsubstituted alkyl group.

7. (Original): The compound of Claim 1 wherein R₃ is H; R₂ is of the formula



wherein:

n is 1, 2 or 3;

R₄ is H, azabicycloalkyl or Y-Z;

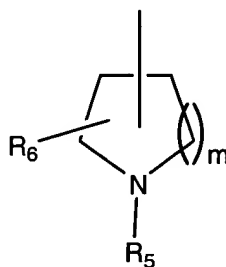
Y is selected from the group consisting of $-\text{C}(\text{O})-$, $-(\text{CH}_2)_q-$, $-\text{S}(\text{O})_2-$, $-\text{C}(\text{O})\text{O}-$, $-\text{SO}_2\text{NH}-$, $-\text{CONH}-$, $(\text{CH}_2)_q\text{O}-$, $-(\text{CH}_2)_q\text{NH}-$, and $-(\text{CH}_2)_q\text{S}(\text{O})_r-$;

q is an integer 0 to 6;

r is 0, 1 or 2; and

Z is a substituted or unsubstituted alkyl, substituted or unsubstituted amino, aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl group.

8. (Original): The compound of Claim 1 wherein R_3 is H; R_2 is of the formula



wherein;

m is 0, 1, 2 or 3;

R_5 is H, azabicycloalkyl or Y-Z;

Y is selected from the group consisting of a covalent bond, $-\text{C}(\text{O})-$, $-(\text{CH}_2)_q-$, $-\text{S}(\text{O})_2-$, $-\text{C}(\text{O})\text{O}-$, $-\text{SO}_2\text{NH}-$, $-\text{CONH}-$, $-(\text{CH}_2)_q\text{O}-$, $-(\text{CH}_2)_q\text{NH}-$, $-(\text{CH}_2)_q\text{C}(\text{O})-$, $-\text{C}(\text{O})(\text{CH}_2)_q-$ and $-(\text{CH}_2)_q\text{S}(\text{O})_r-$, where the alkyl portion of $-(\text{CH}_2)_q-$, $-(\text{CH}_2)_q\text{O}-$, $-(\text{CH}_2)_q\text{NH}-$, $-(\text{CH}_2)_q\text{C}(\text{O})-$, $-\text{C}(\text{O})(\text{CH}_2)_q-$ and $-(\text{CH}_2)_q\text{S}(\text{O})_r$ is optionally substituted by a halogen, hydroxy or an alkyl group;

q is an integer from 0 to 6;

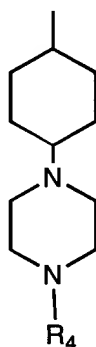
r is 0, 1 or 2; and

Z is a substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted alkoxy, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl group; or

Y and Z together are a natural or unnatural amino acid, which may be mono- or di-alkylated at the amine nitrogen; and

R₆ represents one or more substituents each independently selected from the group consisting of hydrogen, hydroxy, oxo, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted alkoxy carbonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted aminocarbonyl, substituted or unsubstituted alkylcarbonyl, substituted or unsubstituted arylcarbonyl, substituted or unsubstituted heterocyclcarbonyl, substituted or unsubstituted aminoalkyl and substituted or unsubstituted arylalkyl; provided that the carbon atoms adjacent to the nitrogen atom are not substituted by a hydroxy group.

9. (Original): The compound of Claim 1 wherein R₃ is H; R₂ is of the formula



wherein:

R₄ is H, substituted or unsubstituted alkyl, substituted or unsubstituted azabicycloalkyl or Y-Z;

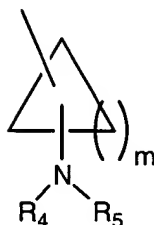
Y is selected from the group consisting of -C(O)-, -(CH₂)_q-, -S(O)₂-, -C(O)O-, -SO₂NH-, -CONH-, -(CH₂)_qO-, -(CH₂)_qNH-, and -(CH₂)_qS(O)_r-;

q is an integer from 0 to 6;

r is 0, 1 or 2; and

Z is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl.

10. (Original): The compound of Claim 1 wherein R₃ is H; R₂ is of the formula



wherein:

m is an integer from 1 to 6;

R₄ and R₅ are each, independently, H, substituted or unsubstituted azabicycloalkyl or Y-Z;

Y is selected from the group consisting of -C(O)-, -(CH₂)_q-, -S(O)₂-, -C(O)O-, -SO₂NH-, -CONH-, -(CH₂)_qO-, -(CH₂)_qNH-, and -(CH₂)_qS(O)_r-;

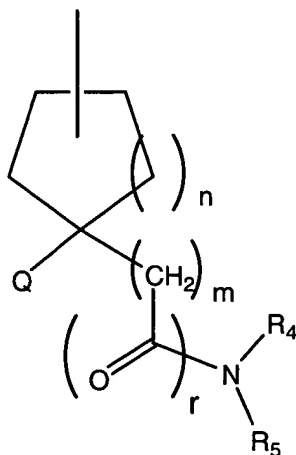
q is an integer from 0 to 6;

r is 0, 1 or 2; and

Z is a substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl group; or

R₄, R₅ and the nitrogen atom to which they are attached together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocyclic or substituted or unsubstituted heterobicyclic group.

11. (Original): The compound of Claim 1 wherein R₃ is H; R₂ is of the formula



wherein

n is an integer from 0 to 4;

r is 0 and m is an integer from 1 to 6; or

r is 1 and m is an integer from 0 to 6;

Q is $-OR_6$ or $-NR_4R_5$;

each R_4 and R_5 is, independently, H, substituted or unsubstituted azabicycloalkyl or Y-Z;

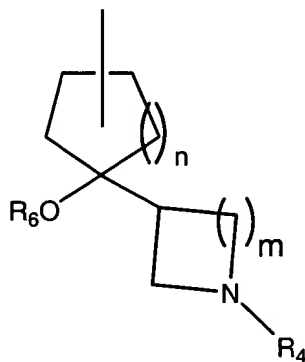
Y is selected from the group consisting of $-C(O)-$, $-(CH_2)_q-$, $-S(O)_2-$, $-C(O)O-$, $-SO_2NH-$, $-CONH-$, $-(CH_2)_qO-$, $-(CH_2)_qNH-$, and $-(CH_2)_qS(O)_r-$;

q is an integer from 0 to 6;

r is 0, 1 or 2; and

Z is a substituted or unsubstituted alkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl group; or R_4 , R_5 and the nitrogen atom to which they are attached together form a 3, 4, 5 or 6-membered, substituted or unsubstituted heterocyclic group; and R_6 is hydrogen or a substituted or unsubstituted alkyl group.

12. (Original): The compound of Claim 1 wherein R_3 is H; R_2 is of the formula



wherein:

n is an integer from 0 to 4;

m is an integer from 0 to 6;

R_4 is H, substituted or unsubstituted azabicycloalkyl or Y-Z;

Y is selected from the group consisting of $-C(O)-$, $-(CH_2)_q-$, $-S(O)_2-$, $-C(O)O-$, $-SO_2NH-$, $-CONH-$, $-(CH_2)_qO-$, $-(CH_2)_qNH-$, and $-(CH_2)_qS(O)_r-$;

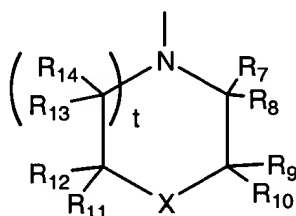
q is an integer from 0 to 6;

r is 0, 1 or 2;

Z is substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl; and

R₆ is hydrogen or a substituted or unsubstituted alkyl group.

13. (Original): The compound of Claim 10 wherein R₄, R₅ and the nitrogen atom together form a heterocyclic group of the formula



wherein:

R₇, R₈, R₉, R₁₀, R₁₁, R₁₂, R₁₃ and R₁₄ are each, independently, lower alkyl or hydrogen; or at least one pair of substituents R₇ and R₈; R₉ and R₁₀; R₁₁ and R₁₂; or R₁₃ and R₁₄

together are an oxygen atom; or

at least one of R₇ and R₉ is cyano, CONHR₁₅, COOR₁₅, CH₂OR₁₅ or CH₂NR₁₅(R₁₆), and R₁₅ and R₁₆ are each, independently, H, azabicycloalkyl or V-L;

V is selected from the group consisting of -C(O)-, -(CH₂)_p-, -S(O)₂-, -C(O)O-, -SO₂NH-, -CONH-, (CH₂)_qO-, -(CH₂)_qNH-, and -(CH₂)_qS(O)_r;

p is an integer from 0 to 6;

q is an integer from 0 to 6;

r is 0, 1 or 2;

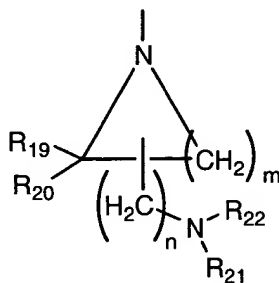
L is substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl; or R₁₅, R₁₆ and the nitrogen atom together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocyclic or a substituted or unsubstituted heterobicyclic group;

X is O, S, SO, SO₂, CH₂, CHOR₁₇ or NR₁₇;

R₁₇ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted arylalkyl, -C(NH)NH₂, -C(O)R₁₇, or -C(O)OR₁₈;

R_{18} is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl or substituted or unsubstituted arylalkyl; and
 t is 0 or 1.

14. (Original): The compound of Claim 10 wherein R_4 , R_5 and the nitrogen atom together form a heterocycle of the formula



wherein:

R_{19} and R_{20} are each, independently, hydrogen or lower alkyl; or R_{19} and R_{20} together are an oxygen atom;

R_{21} and R_{22} are each, independently, H, substituted or unsubstituted azabicycloalkyl or V-L;

V is selected from the group consisting of $-C(O)-$, $-(CH_2)_p-$, $-S(O)_2-$, $-C(O)O-$, $-SO_2NH-$, $-CONH-$, $(CH_2)_qO-$, $-(CH_2)_qNH-$, and $-(CH_2)_qS(O)_r-$;

p is an integer from 0 to 6;

q is an integer from 0 to 6;

r is 0, 1 or 2; and

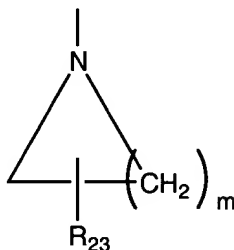
L is substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl group; or

R_{21} , R_{22} and the nitrogen atom together form a 3, 4, 5 or 6-membered, substituted or unsubstituted heterocyclic group; and

m is an integer from 1 to 6; and

n is an integer from 0 to 6.

15. (Original): The compound of Claim 10 wherein R_4 , R_5 and the nitrogen atom together form a heterocyclic group of the formula



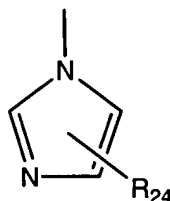
wherein:

m is an integer from 1 to 6;

R_{23} is CH_2OH , NRR' , $\text{C}(\text{O})\text{NRR}'$ or COOR ; and

R and R' are each, independently, hydrogen or substituted or unsubstituted alkyl, substituted or unsubstituted aryl or substituted or unsubstituted arylalkyl.

16. (Original): The compound of Claim 10 wherein R_4 , R_5 and the nitrogen atom together form a heterocyclic group of the formula



wherein:

R_{24} is substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted arylalkyl, carboxyl, cyano, $\text{C}(\text{O})\text{OR}_{25}$, $\text{CH}_2\text{OR}_{25}$, $\text{CH}_2\text{NR}_{26}\text{R}_{27}$ or $\text{C}(\text{O})\text{NHR}_{26}$;

R_{25} is substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted arylalkyl, substituted or unsubstituted heterocyclic or substituted or unsubstituted heterocycloaryl; and

R_{26} and R_{27} are each, independently, H, substituted or unsubstituted azabicycloalkyl or V-L;

V is selected from the group consisting of $-\text{C}(\text{O})-$, $-(\text{CH}_2)_p-$, $-\text{S}(\text{O})_2-$, $-\text{C}(\text{O})\text{O}-$, $-\text{SO}_2\text{NH}-$, $-\text{CONH}-$, $(\text{CH}_2)_q\text{O}-$, $-(\text{CH}_2)_q\text{NH}-$, and $-(\text{CH}_2)_q\text{S}(\text{O})_r-$;

p is an integer from 0 to 6;

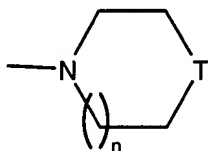
q is an integer from 0 to 6;

r is 0, 1 or 2; and

L is substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl; or

R₂₆, R₂₇ and the nitrogen atom together form a 3, 4, 5 or 6-membered, substituted or unsubstituted heterocyclic group.

17. (Original): The compound of Claim 10 wherein at least one of R₄ and R₅ is of the formula Y-Z, wherein Z is of the formula



wherein:

T is C(O), S, SO, SO₂, CHOR or NR;

R is hydrogen or a substituted or unsubstituted alkyl, substituted or unsubstituted aryl or substituted or unsubstituted arylalkyl group; and

n is 0, 1 or 2.

18. (Original): The compound of Claim 10 wherein:

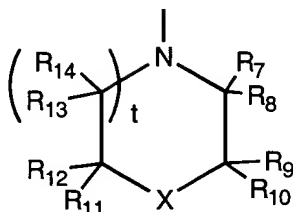
at least one of R₄ and R₅ is of the formula Y-Z;

Z is of the formula -N(R₂₈)R₂₉; and

R₂₈ and R₂₉ are each, independently, substituted or unsubstituted carboxyalkyl, substituted or unsubstituted alkoxycarbonylalkyl, substituted or unsubstituted hydroxyalkyl, substituted or unsubstituted alkylsulfonyl, substituted or unsubstituted alkylcarbonyl or substituted or unsubstituted cyanoalkyl; or

R₂₈ and R₂₉, together with the nitrogen atom, form a five- or six-membered substituted or unsubstituted heterocyclic group.

19. (Original): The compound of Claim 11 wherein R_4 , R_5 and the nitrogen atom together form a heterocycle of the formula



wherein:

R_7 , R_8 , R_9 , R_{10} , R_{11} , R_{12} , R_{13} and R_{14} are each, independently, lower alkyl or hydrogen; or at least one pair of substituents R_7 and R_8 ; R_9 and R_{10} ; R_{11} and R_{12} ; or R_{13} and R_{14}

together are an oxygen atom; or

at least one of R_7 and R_9 is cyano, CONHR_{15} , COOR_{15} , $\text{CH}_2\text{OR}_{15}$ or $\text{CH}_2\text{NR}_{15}(\text{R}_{16})$; and

R_{15} and R_{16} are each, independently, H, substituted or unsubstituted azabicycloalkyl or V-L;

V is selected from the group consisting of $-\text{C}(\text{O})-$, $-(\text{CH}_2)_p-$, $-\text{S}(\text{O})_2-$, $-\text{C}(\text{O})\text{O}-$,

$-\text{SO}_2\text{NH}-$, $-\text{CONH}-$, $(\text{CH}_2)_q\text{O}-$, $-(\text{CH}_2)_q\text{NH}-$, and $-(\text{CH}_2)_q\text{S}(\text{O})_r-$;

p is an integer from 0 to 6;

q is an integer from 0 to 6;

r is 0, 1 or 2; and

L is substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl; or

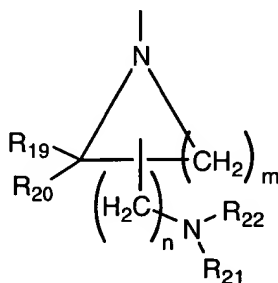
R_{15} , R_{16} and the nitrogen atom together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocyclic or heterobicyclic group; and

X is O, S, SO, SO_2 , CH_2 , CHOR_{17} or NR_{17} ;

R_{17} is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted arylalkyl, $-\text{C}(\text{NH})\text{NH}_2$, $-\text{C}(\text{O})\text{R}_{18}$, or $-\text{C}(\text{O})\text{OR}_{18}$;

R_{18} is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl or substituted or unsubstituted arylalkyl; and
 t is 0 or 1.

20. (Original): The compound of Claim 11 wherein R_4 , R_5 and the nitrogen atom together form a heterocycle of the formula



wherein:

R_{19} and R_{20} are each, independently, hydrogen or lower alkyl; or

R_{19} and R_{20} together are an oxygen atom; and

R_{21} and R_{22} are each, independently, H, substituted or unsubstituted azabicycloalkyl or V-L;

V is selected from the group consisting of -C(O)-, -(CH₂)_p-, -S(O)₂-, -C(O)O-, -SO₂NH-, -CONH-, (CH₂)_qO-, -(CH₂)_qNH-, and -(CH₂)_qS(O)_r;

p is an integer from 0 to 6;

q is an integer from 0 to 6;

r is 0, 1 or 2; and

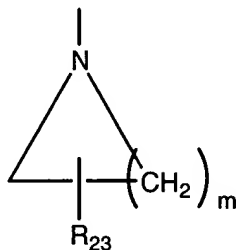
L is substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl group; or

R_{21} , R_{22} and the nitrogen atom together form a 3, 4, 5 or 6-membered, substituted or unsubstituted heterocyclic group; and

m is an integer from 1 to 6; and

n is an integer from 0 to 6.

21. (Original): The compound of Claim 11 wherein R_4 , R_5 and the nitrogen atom together form a heterocyclic group of the formula



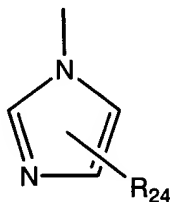
wherein:

m is an integer from 1 to 6; and

R_{23} is CH_2OH , NRR' , $\text{C(O)NRR}'$ or COOR ;

R is hydrogen or a substituted or unsubstituted alkyl, substituted or unsubstituted aryl or substituted or unsubstituted arylalkyl group.

22. (Original): The compound of Claim 11 wherein R_4 , R_5 and the nitrogen atom together form a heterocyclic group of the formula



wherein:

R_{24} is substituted or unsubstituted alkyl, substituted or unsubstituted aryl or substituted or unsubstituted arylalkyl, carboxyl, cyano, C(O)OR_{25} , $\text{CH}_2\text{OR}_{25}$, $\text{CH}_2\text{NR}_{26}\text{R}_{27}$ or C(O)NHR_{26} ;

R_{25} is substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted arylalkyl, substituted or unsubstituted heterocyclic or substituted or unsubstituted heterocycloaryl group;

R_{26} and R_{27} are each, independently, H, substituted or unsubstituted azabicycloalkyl or V-L;

V is selected from the group consisting of $-\text{C(O)}-$, $-(\text{CH}_2)_p-$, $-\text{S(O)}_2-$, $-\text{C(O)O}-$, $-\text{SO}_2\text{NH}-$, $-\text{CONH}-$, $(\text{CH}_2)_q\text{O}-$, $-(\text{CH}_2)_q\text{NH}-$, and $-(\text{CH}_2)_q\text{S(O)}_r-$;

p is an integer from 0 to 6;

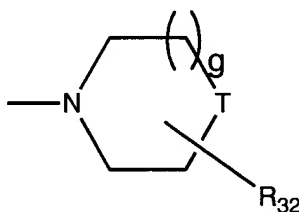
q is an integer from 0 to 6;

r is 0, 1 or 2; and

L is substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl group; or

R₂₆, R₂₇ and the nitrogen atom together form a 3, 4, 5 or 6-membered, substituted or unsubstituted heterocyclic group.

23. (Original): The compound of Claim 11 wherein at least one of R₄ and R₅ is of the formula Y-Z, wherein Z is of the formula



wherein:

g is 0 or 1;

T is C(O), O, S, SO, SO₂, CH₂, CHOR₁₇ or NR₁₇;

R₁₇ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted arylalkyl, -C(NH)NH₂, -C(O)R₁₈, or -C(O)OR₁₈;

R₁₈ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl or substituted or unsubstituted arylalkyl; and

R₃₂ is hydrogen, cyano, substituted or unsubstituted alkyl, substituted or unsubstituted alkoxy carbonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted hydroxyalkyl, substituted or unsubstituted aminocarbonyl, substituted or unsubstituted alkylcarbonyl or substituted or unsubstituted arylalkyl.

24. (Original): The compound of Claim 11 wherein;
at least one of R₄ and R₅ is of the formula Y-Z;
Z is of the formula -N(R₂₈)R₂₉; and

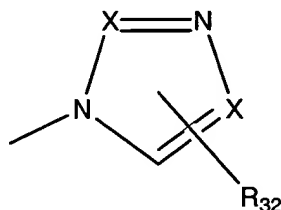
R_{28} and R_{29} are each, independently, substituted or unsubstituted carboxyalkyl, substituted or unsubstituted alkoxycarbonylalkyl, substituted or unsubstituted hydroxyalkyl, substituted or unsubstituted alkylsulfonyl, substituted or unsubstituted alkylcarbonyl or substituted or unsubstituted cyanoalkyl; or R_{28} and R_{29} , together with the nitrogen atom, form a five- or six-membered substituted or unsubstituted heterocyclic group.

25. (Original): The compound of Claim 8 wherein:

R_5 is Y-Z, wherein Z is of the formula $N(R_{30})R_{31}$; and

R_{30} and R_{31} are each, independently, hydrogen, alkyl, alkoxycarbonyl, alkoxyalkyl, hydroxyalkyl, aminocarbonyl, cyano, alkylcarbonyl or arylalkyl.

26. (Original): The compound of Claim 8 wherein R_5 is Y-Z, wherein Z is of the formula

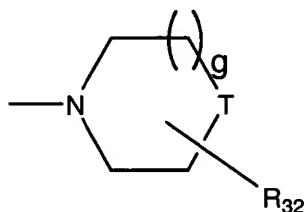


wherein:

each X is, independently, CH or N; and

R_{32} is hydrogen, cyano, substituted or unsubstituted alkyl, substituted or unsubstituted alkoxycarbonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted hydroxyalkyl, substituted or unsubstituted aminocarbonyl, substituted or unsubstituted alkylcarbonyl or substituted or unsubstituted arylalkyl group.

27. (Original): The compound of Claim 8 wherein R_5 is Y-Z, wherein Z is of the formula



wherein:

g is 0 or 1;

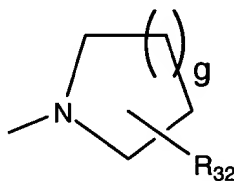
T is O, S, SO, SO₂, CH₂, CHOR₁₇ or NR₁₇;

R₁₇ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted arylalkyl, C(O)NH₂, -C(NH)NH₂, -C(O)R₁₇, or -C(O)OR₁₈;

R₁₈ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl or substituted or unsubstituted arylalkyl; and

R₃₂ is hydrogen, cyano, substituted or unsubstituted alkyl, substituted or unsubstituted alkoxy carbonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted hydroxyalkyl, substituted or unsubstituted aminocarbonyl, substituted or unsubstituted alkylcarbonyl or substituted or unsubstituted arylalkyl group.

28. (Original): The compound of Claim 8 wherein R₅ is Y-Z, wherein Z is of the formula

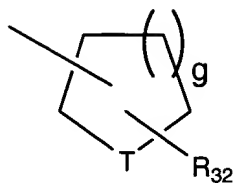


wherein:

g is 0, 1 or 2; and

R₃₂ is hydrogen, cyano, substituted or unsubstituted alkyl, substituted or unsubstituted alkoxy carbonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted hydroxyalkyl, substituted or unsubstituted aminocarbonyl, substituted or unsubstituted alkylcarbonyl or substituted or unsubstituted arylalkyl group.

29. (Original): The compound of Claim 8 wherein R₅ is Y-Z, wherein Z is of the formula



wherein

T is C(O), O, S, SO, SO₂, CH₂, CHOR₁₇ or NR₁₇;

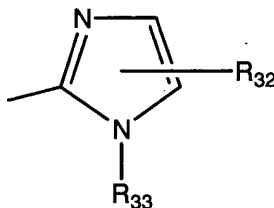
R₁₇ is hydrogen, substituted or unsubstituted alkyl, aryl, arylalkyl, -C(NH)NH₂, -C(O)R₁₈, or -C(O)OR₁₈;

R₁₈ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl or substituted or unsubstituted arylalkyl;

g is 0 or 1; and

R₃₂ is hydrogen, cyano, substituted or unsubstituted alkyl, substituted or unsubstituted alkoxy carbonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted hydroxyalkyl, substituted or unsubstituted aminocarbonyl, substituted or unsubstituted alkylcarbonyl or substituted or unsubstituted arylalkyl group.

30. (Original): The compound of Claim 8 wherein R₅ is Y-Z, wherein Z is of the formula



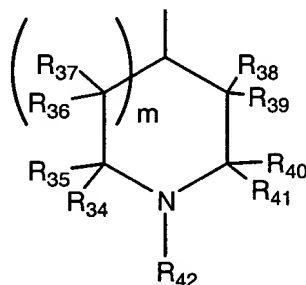
wherein:

R₃₂ is hydrogen, cyano, substituted or unsubstituted alkyl, substituted or unsubstituted alkoxy carbonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted hydroxyalkyl, substituted or unsubstituted aminocarbonyl, alkylcarbonyl, substituted or unsubstituted thioalkoxy or substituted or unsubstituted arylalkyl; and

R₃₃ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkoxy carbonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted aminocarbonyl, perhaloalkyl, substituted or unsubstituted alkenyl,

substituted or unsubstituted alkylcarbonyl or substituted or unsubstituted arylalkyl.

31. (Original): The compound of Claim 1 wherein R_3 is H; R_2 is of the formula



wherein:

m is 0 or 1; and

R_{34} , R_{35} , R_{36} , R_{37} , R_{38} , R_{39} , R_{40} and R_{41} are each, independently, methyl or hydrogen; or at least one pair of substituents R_{34} and R_{35} ; R_{36} and R_{37} ; R_{38} and R_{39} ; or R_{40} and R_{41}

together are an oxygen atom; and

R_{42} is H, substituted or unsubstituted azabicycloalkyl or Y-Z;

Y is selected from the group consisting of $-C(O)-$, $-(CH_2)_p-$, $-S(O)_2-$, $-C(O)O-$, $-SO_2NH-$, $-CONH-$, $(CH_2)_qO-$, $-(CH_2)_qNH-$, and $-(CH_2)_qS(O)_r-$;

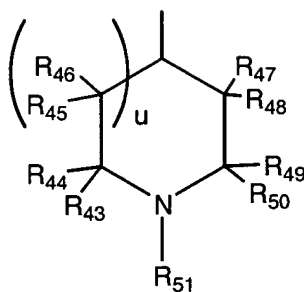
p is an integer from 0 to 6;

q is an integer from 0 to 6;

r is 0, 1 or 2; and

Z is substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl group; or

R_{42} is of the formula



wherein:

u is 0 or 1;

R₄₃, R₄₄, R₄₅, R₄₆, R₄₇, R₄₈, R₄₉ and R₅₀ are each, independently, methyl or hydrogen; or at least one pair of substituents R₄₃ and R₄₄; R₄₅ and R₄₆; R₄₇ and R₄₈; or R₄₉ and R₅₀ together are an oxygen atom; and

R₅₁ is H, substituted or unsubstituted azabicycloalkyl or V-L;

V is selected from the group consisting of -C(O)-, -(CH₂)_p-, -S(O)₂-, -C(O)O-, -SO₂NH-, -CONH-, (CH₂)_qO-, -(CH₂)_qNH-, and -(CH₂)_qS(O)_r-;

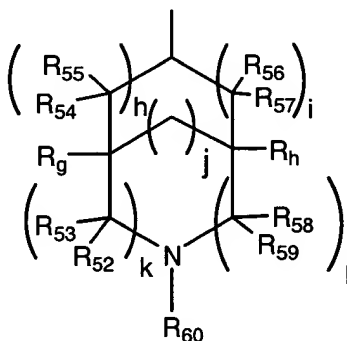
p is an integer from 0 to 6;

q is an integer from 0 to 6;

r is 0, 1 or 2; and

L is substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl.

32. (Original): The compound of Claim 1 wherein R₃ is H; R₂ is of the formula



wherein:

h, i, j, k and l are independently 0 or 1;

R_{52} , R_{53} , R_{54} , R_{55} , R_{56} , R_{57} , R_{58} , R_{59} , R_g and R_h are each, independently, methyl or hydrogen; or

at least one pair of substituents R_{52} and R_{53} ; R_{54} and R_{55} ; R_{56} and R_{57} ; or R_{58} and R_{59} together are an oxygen atom; and

R_{60} is H, substituted or unsubstituted azabicycloalkyl or Y-Z;

Y is selected from the group consisting of $-C(O)-$, $-(CH_2)_p-$, $-S(O)_2-$, $-C(O)O-$, $-SO_2NH-$, $-CONH-$, $-(CH_2)_qO-$, $-(CH_2)_qNH-$, and $-(CH_2)_qS(O)_r-$;

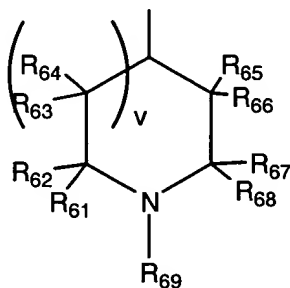
p is an integer from 0 to 6;

q is an integer from 0 to 6;

r is 0, 1 or 2; and

Z is substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl; or

R_{60} is of the formula



wherein:

v is 0 or 1;

R_{61} , R_{62} , R_{63} , R_{64} , R_{65} , R_{66} , R_{67} and R_{68} are each, independently, lower alkyl or hydrogen; or

at least one pair of substituents R_{61} and R_{62} ; R_{63} and R_{64} ; R_{65} and R_{66} ; and R_{67} and R_{68} together are an oxygen atom; and

R_{69} is H, substituted or unsubstituted azabicycloalkyl or V-I;

V is selected from the group consisting of $-C(O)-$, $-(CH_2)_p-$, $-S(O)_2-$, $-C(O)O-$, $-SO_2NH-$, $-CONH-$, $(CH_2)_qO-$, $-(CH_2)_qNH-$, and $-(CH_2)_qS(O)_r-$;

p is an integer from 0 to 6;

q is an integer from 0 to 6;

r is 0, 1 or 2; and

L is substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl.

33. (Original): A method of inhibiting one or more protein kinase activity in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt, prodrug or biologically active metabolites thereof to said patient.
34. (Original): The method of Claim 33 wherein said protein kinase is selected from the group consisting of KDR, FGFR-1, PDGFR β , PDGFR α , IGF-1R, c-Met, Flt-1, Flt-4, TIE-2, TIE-1, Lck, Src, fyn, Lyn, Blk, hck, fgr and yes.
35. (Cancelled):
36. (Currently Amended): A method of affecting angiogenesis in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt, or prodrug ~~or biologically active metabolites~~ thereof to said patient.
37. (Original): The method of Claim 33 wherein the protein kinase is a protein serine/threonine kinase or a protein tyrosine kinase.
38. (Previously Amended): A method of treating one or more ulcers in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt or prodrug thereof to said patient.

39. (Original): The method of Claim 38 wherein the ulcer or ulcers are caused by a bacterial or fungal infection; or the ulcer or ulcers are Mooren ulcers; or the ulcer or ulcers are a symptom of ulcerative colitis.
40. (Currently Amended): A method of treating a condition in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt, prodrug or biologically active metabolites thereof to said patient, wherein said condition is ~~an ocular condition, a cardiovascular condition, a cancer,~~ Crow-Fukase (POEMS) syndrome, a diabetic condition, sickle cell anaemia, ~~chronic inflammation,~~ systemic lupus, glomerulonephritis, synovitis, ~~inflammatory bowel disease,~~ Crohn's disease, glomerulonephritis, rheumatoid arthritis, osteoarthritis, multiple sclerosis, graft rejection, ~~Lyme disease,~~ sepsis, von Hippel Lindau disease, pemphigoid, psoriasis, Paget's disease, polycystic kidney disease, fibrosis, sarcoidosis, cirrhosis, thyroiditis, hyperviscosity syndrome, Osler-Weber-Rendu disease, chronic occlusive pulmonary disease, asthma or edema following burns, trauma, radiation, ~~stroke,~~ hypoxia, ischemia, ovarian hyperstimulation syndrome, preeclampsia, menometrorrhagia, endometriosis, or infection by Herpes simplex, Herpes Zoster, ~~human immunodeficiency virus,~~ parapoxvirus, protozoa or toxoplasmosis.
41. (Original): The method of Claim 40 wherein the ocular condition is ocular or macular edema, ocular neovascular disease, scleritis, radial keratotomy, uveitis, vitritis, myopia, optic pits, chronic retinal detachment, post-laser treatment complications, conjunctivitis, Stargardt's disease, Eales disease, retinopathy or macular degeneration.
42. (Original): The method of Claim 40 wherein the cardiovascular condition is atherosclerosis, restenosis, ischemia/reperfusion injury, vascular occlusion or carotid obstructive disease.
43. (Original): The method of Claim 40 wherein the cancer is a solid tumor, a sarcoma, fibrosarcoma, osteoma, melanoma, retinoblastoma, a rhabdomyosarcoma, glioblastoma,

neuroblastoma, teratocarcinoma, an hematopoietic malignancy, Kaposi's sarcoma, Hodgkin's disease, lymphoma, myeloma, leukemia or malignant ascites.

44. (Original): The method of Claim 40 wherein the diabetic condition is insulin-dependent diabetes mellitus glaucoma, diabetic retinopathy or microangiopathy.
45. (Previously Amended): A method of decreasing fertility in a patient, said method comprising the step of administering to the patient an effective amount of a compound of Claim 1 or a physiologically acceptable salt or prodrug thereof.
46. (Previously Amended) The method of Claim 36 wherein the compound or a physiologically acceptable salt or prodrug thereof is administered in an amount effective to promote angiogenesis or vasculogenesis.
47. (Original): The method of Claim 34 wherein the protein kinase is Tie-2.
48. (Previously Amended): The method of Claim 46 wherein the compound of Formula I, or physiologically acceptable salt or prodrug thereof, is administered in combination with a pro-angiogenic growth factor.
49. (Previously Amended): The method of Claim 48 wherein the pro-angiogenic growth factor is selected from the group consisting of VEGF, VEGF-B, VEGF-C, VEGF-D, VEGF-E, HGF, FGF-1, FGF-2, derivatives thereof and antiiodotypic antibodies.
50. (Original): The method of Claim 46 wherein the patient is suffering from anemia, ischemia, infarct, transplant rejection, a wound, gangrene or necrosis.
51. (Original): The method of Claim 33 wherein the protein kinase activity is involved in T cell activation, B cell activation, mast cell degranulation, monocyte activation, the potentiation of an inflammatory response or a combination thereof.

52. (Original): A compound according to Claim 1, wherein:

R_3 is H;

R_2 is $-Z^{101}-Z^{102}$;

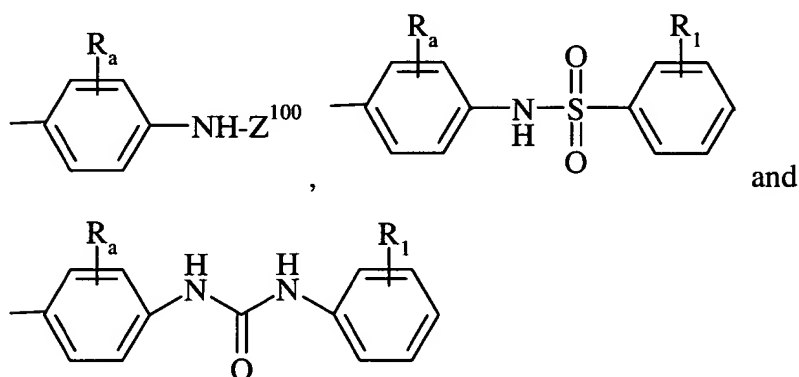
Z^{101} is a covalent bond, $-(C_1-C_6)-$, $-(C_1-C_6)-O-$, $-(C_1-C_6)-C(O)-$, $-(C_1-C_6)-C(O)O-$, $-(C_1-C_6)-C(O)-NH-$, $-(C_1-C_6)-C(O)-N((C_1-C_6))-$ or a substituted phenyl group; and Z^{102} is hydrogen, a substituted or unsubstituted alkyl group or a substituted or unsubstituted, saturated or unsaturated heterocyclic group.

53. (Original): A compound according to Claim 52, wherein:

Z^{101} is selected from the group consisting of $-CH_2-C(O)O-$, $-CH_2-C(O)-$, $-CH_2-C(O)-NH-$, $-CH_2-C(O)-N(Me)-$, $-CH(Me)-C(O)O-$, $-(CH_2)_3-C(O)O-$, $-CH(Me)-C(O)-NH-$ and $-(CH_2)_3-C(O)-NH-$;

Z^{102} is selected from the group consisting of hydrogen, methyl, ethyl, N,N-dimethylaminoethyl, N,N-diethylaminoethyl, 2-phenyl-2-hydroxyethyl, morpholino, piperazinyl, N-methylpiperazinyl and 2-hydroxymethylpyrrolidinyl.

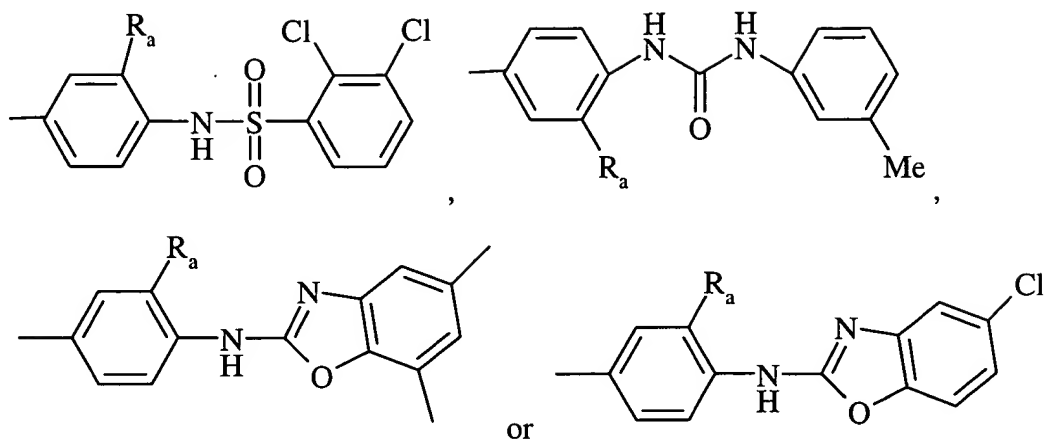
54. (Original): A compound according to Claim 53, wherein G is selected from



wherein:

Z^{100} is a substituted or unsubstituted benzoxazolyl or a substituted or unsubstituted benzthiazolyl.

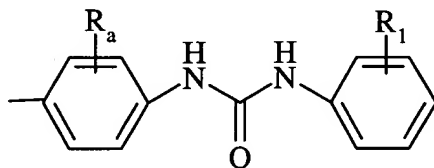
55. (Original): A compound according to Claim 8, 9, 10 or 53, wherein G is



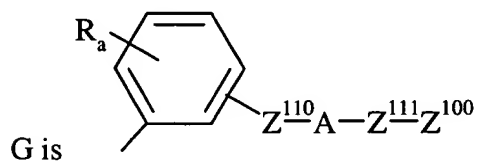
wherein there is only one R_a and it is H or F.

56. (Original): A compound according to Claim 52, wherein Z^{101} is a covalent bond; and Z^{102} is an optionally substituted pyridyl.

57. (Original): A compound according to Claim 56, wherein G is



58. (Original): A compound according to Claim 1, wherein R_3 is H;
 R_2 is cyclopentyl; and



59. (Original): A compound according to Claim 58, wherein
 Z^{110} is hydrogen;
A is O; and

Z^{100} is optionally substituted phenyl, furanyl or thienyl, where Z^{100} is optionally substituted with one or more substituents each independently selected from the group consisting of F, COOH, NO₂, OMe, -COOMe, OCF₃ and CF₃.

60. (Original): A compound according to Claim 58, wherein:

Z^{110} is hydrogen;

A is -O-, -O-(CR₂)_n-C(O)- or -O-(CR₂)_n-O-;

n for each occurrence is 0 to 3;

Z^{100} is an optionally substituted group selected from the group consisting of cyclohexyl, phenyl, tetrahydropyranyl, tetrahydrofuranyl, isoxazolyl and piperidiny; where Z^{100} is optionally substituted with one or more substituents selected from the group consisting of alkyl, alkoxy, halo, hydroxy and alkoxycarbonyl.

61. (Original): A compound according to Claim 58, wherein R² is an optionally substituted group selected from the group consisting of cyclobutyl and cyclohexyl.

62. (Original): A compound according to Claim 61, wherein R² is optionally substituted with one or more substituents selected from the group consisting of hydroxy, alkyl, hydroxyalkyl, carboxyalkyl and phenylalkoxyalkyl.

63. (Original): A compound according to Claim 62, wherein G is 4-phenoxyphenyl.

64. (Original): A compound according to Claim 6 wherein m is 2; a is 0; R₆ is H; b is 1 or 2; and R₄ and R₅ are each hydrogen.

65. (Original): A compound according to Claim 8, wherein m is 0, 1 or 2;

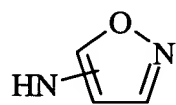
R₆ is hydrogen; R₅ is H or Y-Z;

Y is a covalent bond, -C(O)-, -(CH₂)_qO-, -(CH₂)_q-, -(CH₂)_qC(O)- or -C(O)(CH₂)_q-, where the alkyl portion of -(CH₂)_qO-, -(CH₂)_q-, -(CH₂)_qC(O)- and -C(O)(CH₂)_q- is optionally substituted by a halogen, hydroxy or an alkyl group; and

Z is hydrogen, alkyl, optionally substituted alkyl, alkoxyalkyl, optionally substituted heterocycloalkyl, optionally substituted heteroaryl, or optionally substituted amino.

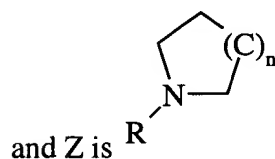
66. (Original): A compound according to Claim 65, wherein:

Z is hydrogen, methyl, ethyl, hydroxymethyl, methoxyethyl, N-methyl-piperidinyl, (t-butoxycarbonyl)(hydroxy)-piperidinyl, hydroxypiperidinyl, (hydroxymethyl)piperidinyl, (hydroxy)(methyl)-piperidinyl, morpholino, (methoxyethyl)piperizinyl, methylpiperizinyl, 4-piperidinylpiperidinyl, imidazolyl, methylimidazolyl, N-methylamino, N,N-dimethylamino, N-isopropylamino, N,N-diethylamino, 2,3-dihydroxypropylamino, 2-hydroxyethylamino, 3-hydroxypropylamino, methoxyethylamino, ethoxycarbonylmethylamino, phenylmethylamino, N-methyl-N-methoxyamino,



, furanylmethylamino, piperidineethylamino, N-(2-N,N-dimethylaminoethyl)-N-methylamino, 2-N,N-dimethylaminoethylamino, N-methyl-N-(N-methylpiperidin-4-yl)amino, 2-morpholino-ethylamino, 3-morpholino-propylamino, 3-imidazolylpropylamino, or 3-(2-oxopyrrolidinyl)propylamino.

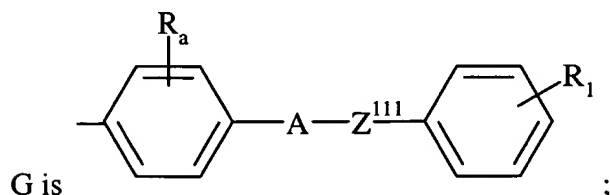
67. (Original): A compound according to Claim 8, wherein m is 2; R₅ is Y-Z; Y is -C(O)-;



and Z is R where n is 0, 1, 2 or 3.

68. (Original): A compound according to Claim 9, wherein

R₄ is hydrogen or methyl;



G is

;

A is selected from the group consisting of O, -N(R)- and -N(R)C(O)-;

Z^{111} is $-(CH_2)_n$ -cycloalkyl- $(CH_2)_n$ -;

R is hydrogen or alkyl;

n is 0 to 5;

R_a is one or more substituents each independently selected from the group consisting of

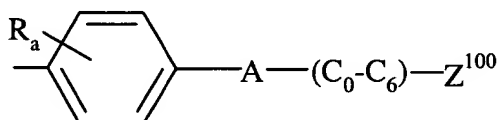
H, OH, F, Cl, methyl and methoxy; and

R_1 is one or more substituents each independently selected from the group consisting of

H, CN, F, CF_3 , OCF_3 , methyl, methoxy and an optionally substituted amino group; where said amino group is optionally substituted with one or two groups each independently selected from the group consisting of alkyl, alkoxyalkyl, phenyl, substituted phenyl, and optionally substituted heteroaryl.

69. (Original): A compound according to Claim 68, wherein R_1 is 4-methylphenylthio or 2-pyridinylthio.

70. (Original): A compound according to Claim 9, wherein

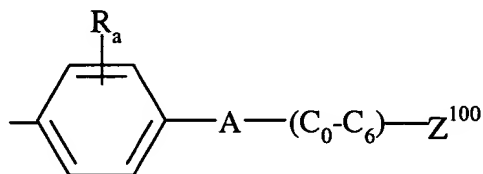


G is

where Z^{100} is selected from the group consisting of benzo[b]thiophene, furanyl and thiophene.

71. (Original): A compound according to Claim 9, wherein R_a is alkoxy; A is -NH-C(O)-; and there is a covalent bond between A and Z^{100} .

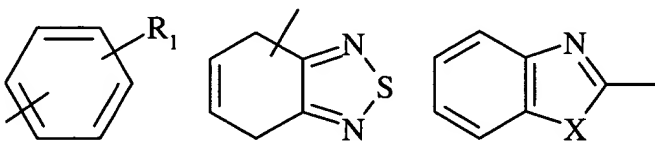
72. (Original): A compound according to Claims 1, 8 or 9, wherein



G is

;

A is selected from the group consisting of $-N(R)-C(O)-N(R)-$, $-(CH_2)_n-N(R)C(O)N(R)-$, $-N(R)-$ and $-N(R)-SO_2-$; R is hydrogen or alkyl;

Z^{100} is , pyridinyl, thiazolyl, furanyl, benzofuranyl or oxazolyl;

X is S, O or NR^1 where R^1 for each occurrence is independently H or

Me;

R_a is one or more substituents each independently selected from the group consisting of H and F; and

R_1 is one or more substituents each independently selected from the group consisting of H, F, Cl, Br, NO_2 , CF_3 , alkyl, alkoxy and alkoxycarbonyl.

73. (Original): A compound according to Claim 72, wherein:

R_4 is methyl;

m is 1, 2 or 3;

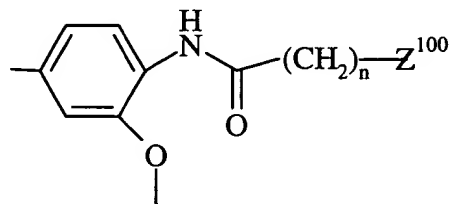
R_5 is Y-Z;

Y is $-C(O)O-$, $-C(O)-$ or $-C(O)-(CH_2)_p-$; and

Z is aminoalkyl, N-alkylamino, N,N-dialkylamino or hydroxyalkylaminoalkyl.

74. (Original): A compound according to Claim 9, wherein

R_4 is methyl;

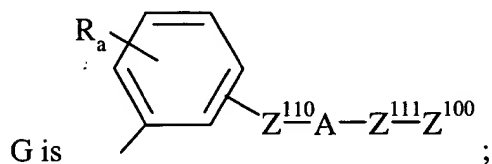


G is ; wherein

n is 0 to 3; and

Z^{100} is an optionally substituted group selected from the group consisting of indolyl, indenyl, methylindenyl, methylindolyl, dimethylaminophenyl, phenyl, cyclohexyl and benzofuranyl.

75. (Original): A compound according to claim 9, wherein:



Z^{100} is an optionally substituted group selected from the group consisting of phenyl, imidazolyl, indolyl, furanyl, benzofuranyl and 2,3-dihydrobenzofuranyl; where Z^{100} is optionally substituted with one or more substituents each independently selected from the group consisting of F, Cl, CN, optionally substituted alkyl, -O- (optionally substituted alkyl), -COOH, $-Z^{105}-C(O)N(R)_2$, $-Z^{105}-N(R)-C(O)-Z^{200}$, $-Z^{105}-N(R)-S(O)_2-Z^{200}$, and $-Z^{105}-N(R)-C(O)-N(R)-Z^{200}$;

Z^{105} is a covalent bond or (C_1-C_6) ;

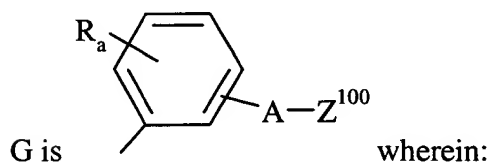
Z^{200} is an optionally substituted group selected from group consisting of (C_1-C_6) , phenyl and $-(C_1-C_6)$ -phenyl;

Z^{110} and Z^{111} are each independently a covalent bond or (C_1-C_3) group optionally substituted with alkyl, hydroxy, COOH, CN or phenyl; and

A is O, $-N(R)-C(O)-N(R)-$, $-N(R)-C(O)-O-$, $-N(R)-$ or $-N(R)-C(O)-$, where R is H or alkyl.

76. (Original): A compound according to Claim 75, wherein R_4 is methyl.

77. (Original): A compound according to Claim 8, 9 or 10, wherein



Z^{100} is an optionally substituted group selected from the group consisting of benzoxazolyl, benzothiazolyl and benzimidazolyl.

78. (Original): A compound according to Claim 77, wherein;

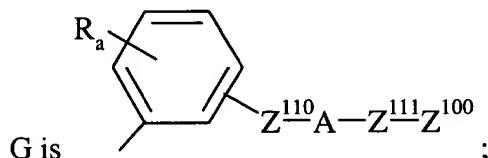
R_4 is methyl;

A is -NH-;

there is only one R_a and it is H or F; and

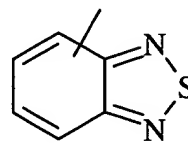
Z^{100} is optionally substituted with one or more substituents each independently selected from the group consisting of alkyl, halo, CF_3 , and alkoxy.

79. (Original): A compound according to Claim 9, wherein:



Z^{100} is an optionally substituted group selected from the group consisting of phenyl,

pyrrolyl, pyridyl, benzimidazolyl, naphthyl and



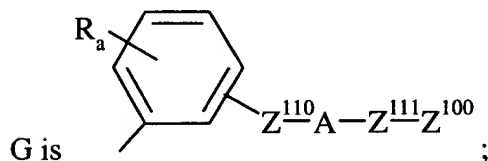
; where Z^{100} is optionally substituted with one or more substituents each independently selected from the group consisting of F, Cl, Br, NO_2 , amino, N-alkylamino, N,N-dialkylamino, CN, optionally substituted alkyl, -O-(optionally substituted alkyl) and phenyl;

Z^{110} and Z^{111} for each occurrence is independently (C_0 - C_3) optionally substituted with optionally substituted phenyl; and

A is -N(R)-C(O)-N(R)-, -N(R)-S(O)₂-, -N(R)-C(O)-, -N(R)- or -N(R)-C(O)-O-.

80. (Original): A compound according to Claim 79, wherein R_a is methyl and there is only one R_a and it is F.

81. (Original): A compound according to Claim 9 or 66, wherein



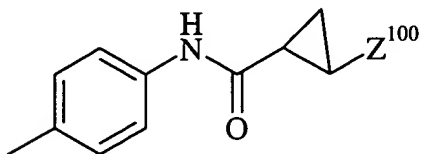
Z¹¹⁰ and Z¹¹¹ are each independently optionally substituted (C₀-C₃); and

82. (Original): A compound according to Claim 81, wherein R₄ is methyl; R_a is H or methoxy; and Z¹¹⁰ and Z¹¹¹ are each unsubstituted.

Chemical structures 10a-10f are shown, representing various amide linkages between a substituted benzene ring and a Z¹⁰⁰ group. The structures are arranged in two columns and four rows. The left column contains structures 10a, 10b, 10c, and 10d, while the right column contains structures 10e, 10f, 10g, and 10h. Each structure features a benzene ring with a substituent R_a and a methyl group. The amide linkage connects the benzene ring to a Z¹⁰⁰ group via various alkyl and cyclopropyl chains. The structures are labeled 10a through 10h, with 'or' placed between the two columns at the bottom.

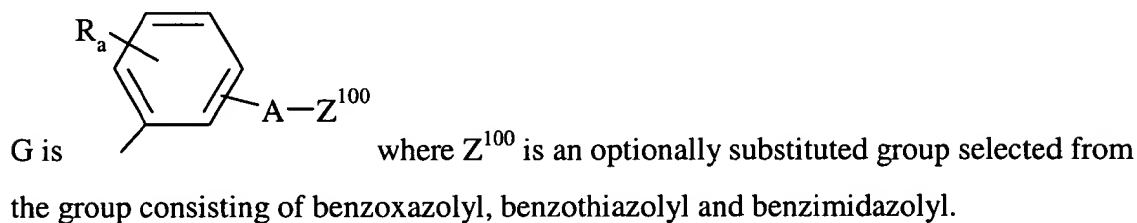
where R is H or lower alkyl and n is for each occurrence is independently 1 to 6.

84. (Original): A compound according to Claim 83, wherein G is



85. (Original): A compound according to Claim 84, wherein Z¹⁰⁰ is substituted or unsubstituted phenyl.

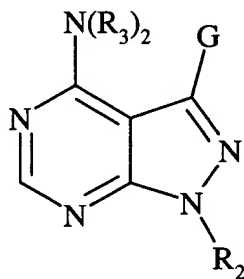
86. (Original): A compound according to Claim 8, 9 or 10, wherein



87. (Original): A compound according to Claim 11 wherein n is 2; R₆ is H; m is 1; r is 1; and R₄ and R₅ are each hydrogen.

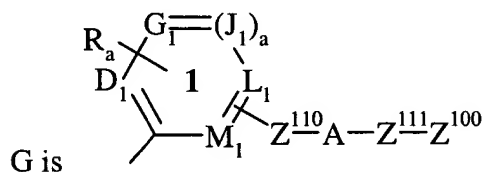
88. (Original): A compound according to claim 64 or 87 wherein G is 4-phenoxyphenyl.

89. (Previously Amended): A compound of Formula (I)



(I)

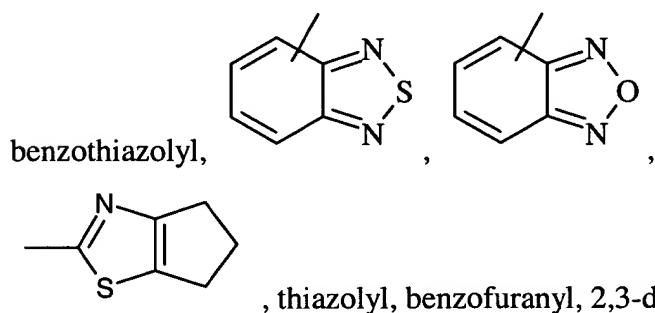
racemic-diastereomeric mixtures, optical isomers, pharmaceutically-acceptable salts or prodrugs thereof wherein:



where Z¹⁰⁰ is

Structure 2: A five-membered ring with a double bond between D₂ and G₂. G₂ is bonded to R₁ and (J₂)_b. L₂ is bonded to M₂ and Z¹⁰⁰. M₂ is bonded to Z¹⁰⁰ and A.

or a group optionally substituted with R₁ selected from the group consisting of alkyl, cycloalkyl, pyrrolidinyl, quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, phthalazinyl, imidazo[1,2-a]pyrimidinyl, 1H-imidazo[1,2-a]imidazolyl, imidazo[2,1-b][1,3]thiazolyl, naphthyl, tetrahydronaphthyl, benzothieryl, furanyl, thienyl, benzoxazolyl, benzoisoxazolyl,



isoxazolyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl, pyrazolyl, pyrrolyl, pyrrolopyridinyl, H-pyridinone, oxazolyl, isothiazolyl, oxadiazolyl, thiadiazolyl, indolinyl, indazolyl, imidazo[1,2-a]pyridinyl, benzoisothiazolyl, 1,1-dioxybenzoisothiazolyl, pyrido-oxazolyl, pyrido-thiazolyl, pyrimido-oxazolyl, pyrimido-thiazolyl and benzimidazolyl;

Z¹¹⁰ is a covalent bond, or an optionally substituted (C₁-C₆) which is optionally substituted with one or more substituents selected from the group consisting of

alkyl, CN, OH, halogen, NO₂, COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

Z¹¹¹ is a covalent bond, an optionally substituted (C₁-C₆) or an optionally substituted - (CH₂)_n-cycloalkyl-(CH₂)_n-; where the optionally substituted groups are optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO₂, COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

R_a and R₁ each represent one or more substituents for each occurrence independently selected from the group consisting of hydrogen, halogen, -CN, -NO₂, -C(O)OH, -C(O)H, -OH, -C(O)O-alkyl, -C(O)O-aryl, -C(O)O-heteroaryl, -C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylcarbonylamino, trifluoromethylsulfonamido, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkenyl, substituted or unsubstituted aryloxy, substituted or unsubstituted heteroaryloxy, substituted or unsubstituted heteroarylalkoxy, substituted or unsubstituted arylalkoxy, substituted or unsubstituted alkyl-S(O)_p-, substituted or unsubstituted alkyl-S-, substituted or unsubstituted aryl-S(O)_p-, substituted or unsubstituted heteroaryl-S(O)_p-, substituted or unsubstituted arylalkyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted alkynyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkyl, substituted or unsubstituted amido groups, substituted or unsubstituted heteroarylthio, substituted or unsubstituted arylthio, -Z¹⁰⁵-C(O)N(R)₂, -Z¹⁰⁵-N(R)-C(O)-Z²⁰⁰, -Z¹⁰⁵-N(R)-S(O)₂-Z²⁰⁰, -Z¹⁰⁵-N(R)-C(O)-N(R)-Z²⁰⁰, R_c and CH₂OR_c;

where R_c for each occurrence is independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, -CH₂-NR_dR_e, -W-(CH₂)_t-NR_dR_e, -W-(CH₂)_t-O-alkyl, -W-(CH₂)_t-S-alkyl, or -W-(CH₂)_t-OH;

Z¹⁰⁵ for each occurrence is independently a covalent bond or (C₁-C₆);

Z^{200} for each occurrence is independently a substituted or unsubstituted (C_1-C_6), substituted or unsubstituted phenyl or substituted or unsubstituted $-(C_1-C_6)$ -phenyl;

R_d and R_e for each occurrence are independently H, alkyl, alkanoyl or SO_2 -alkyl; or R_d , R_e and the nitrogen atom to which they are attached together form a five- or six-membered heterocyclic ring;

t for each occurrence is independently an integer from 2 to 6;

W for each occurrence is independently a direct bond or O, S, $S(O)$, $S(O)_2$, or NR_f , wherein R_f for each occurrence is independently H or alkyl; or

R_1 is a substituted or unsubstituted carbocyclic or heterocyclic ring fused with ring 2;

R_3 for each occurrence is, independently, hydrogen, hydroxy, substituted or unsubstituted alkyl, substituted or unsubstituted $-C(O)$ -alkyl, a substituted or unsubstituted $-C(O)$ -aryl, or a substituted or unsubstituted $-C(O)$ -heteroaryl or substituted or unsubstituted alkoxy;

A is $-(C_1-C_6)-$, $-O-$, $-S-$, $-S(O)_p-$, $-N(R)-$, $-N(C(O)OR)-$, $-N(C(O)R)-$, $-N(SO_2R)-$, $-CH_2O-$, $-CH_2S-$, $-CH_2N(R)-$, $-CH(NR)-$, $-CH_2N(C(O)R)-$, $-CH_2N(C(O)OR)-$, $-CH_2N(SO_2R)-$, $-CH(NHR)-$, $-CH(NHC(O)R)-$, $-CH(NHSO_2R)-$, $-CH(NHC(O)OR)-$, $-CH(OC(O)R)-$, $-CH(OC(O)NHR)-$, $-CH=CH-$, $-C(=NOR)-$, $-C(O)-$, $-CH(OR)-$, $-C(O)N(R)-$, $-N(R)C(O)-$, $-N(R)S(O)_p-$, $-OC(O)N(R)-$, $-N(R)C(O)-(CH_2)_n-N(R)-$, $-N(R)C(O)O-$, $-N(R)-(CH_2)_{n+1}-C(O)-$, $-S(O)_pN(R)-$, $-O-(CR_2)_{n+1}-C(O)-$, $-O-(CR_2)_{n+1}-O-$, $-N(C(O)R)S(O)_p-$, $-N(R)S(O)_pN(R)-$, $-N(R)C(O)-(CH_2)_n-O-$, $-C(O)N(R)C(O)-$, $-S(O)_pN(R)C(O)-$, $-OS(O)_pN(R)-$, $-N(R)S(O)_pO-$, $-N(R)S(O)_pC(O)-$, $-SO_pN(C(O)R)-$, $-N(R)SO_pN(R)-$, $-C(O)O-$, $-N(R)P(OR_b)O-$, $-N(R)P(OR_b)-$, $-N(R)P(O)(OR_b)O-$, $-N(R)P(O)(OR_b)-$, $-N(C(O)R)P(OR_b)O-$, $-N(C(O)R)P(OR_b)-$, $-N(C(O)R)P(O)(OR_b)O-$, or $-N(C(O)R)P(OR_b)-$;

where R for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl or substituted or unsubstituted aryl;

R_b for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted cycloalkyl or substituted or unsubstituted aryl;

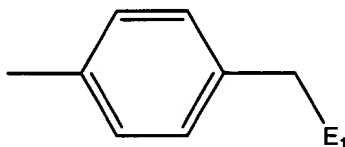
p is 1 or 2; or

in a phosphorus containing group, the nitrogen atom, the phosphorus atom, R and R_b together form a five- or six-membered heterocyclic ring; or

A is NRSO_2 and R, R_a and the nitrogen atom together form a substituted or unsubstituted five or six-membered heterocyclic ring fused to ring 1; or

Z^{110} -A- Z^{111} taken together is a covalent bond; and

R_2 is a) hydrogen; b) substituted or unsubstituted trityl; c) substituted or unsubstituted cycloalkenyl; d) azaheteroaryl substituted with a substituted or unsubstituted alkyl; e) azacycloalkyl which is substituted with one or more substituents selected from substituted or unsubstituted $-(C_1-C_6)\text{-alkyl}$, substituted or unsubstituted $-C_1-C_6\text{-alkyl-OR}$, substituted or unsubstituted $-C(O)-C_1-C_6\text{-alkyl-N(R)}_2$, substituted or unsubstituted $-C_1-C_6\text{-alkyl-N(R)}_2$, substituted or unsubstituted $-C_1-C_6\text{-alkyl-cycloalkyl}$, substituted or unsubstituted tetrahydrothienyl, and substituted or unsubstituted tetrahydrothiopyranyl; or f) a group of the formula



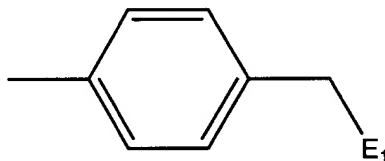
wherein E_1 is piperidinyl, piperazinyl, imidazolyl, morpholinyl, pyrrolidinyl, amino, amido, or tetrahydrothiazolyl, and wherein E is optionally substituted with one or more substituents selected from $-C_0-C_6\text{-alkyl-OR}$, $-C_1-C_6\text{-alkyl-C(O)OR}$, $-C_1-C_6\text{-alkyl-heteroaryl}$, $-C_1-C_6\text{-alkyl-heterocycloalkyl}$, and $-C_1-C_6\text{-alkyl-N(R)}_2$;

a is 1 and D_1 , G_1 , J_1 , L_1 and M_1 are each independently selected from the group consisting of CR_a and N, provided that at least two of D_1 , G_1 , J_1 , L_1 and M_1 are CR_a ; or

a is 0, and one of D_1 , G_1 , L_1 and M_1 is NR_a , one of D_1 , G_1 , L_1 and M_1 is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above;

b is 1 and D_2 , G_2 , J_2 , L_2 and M_2 are each independently selected from the group consisting of CR_a and N, provided that at least two of D_2 , G_2 , J_2 , L_2 and M_2 are CR_a ; or
b is 0, and one of D_2 , G_2 , L_2 and M_2 is NR_a , one of D_2 , G_2 , L_2 and M_2 is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above; and
n for each occurrence is independently an integer from 0 to 6;
provided that when Z^{110} -A- Z^{111} taken together are a covalent bond, then Z^{100} is not alkyl;
and
provided that when Z^{110} -A- Z^{111} taken together are a C_1 - C_6 alkyl, then Z^{100} is not phenyl, pyrrolyl, imidazolyl, pyrazolyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, furyl or thienyl.

90. (Original): The compound of Claim 89, wherein R_2 is a group represented by the following structural formula:



wherein:

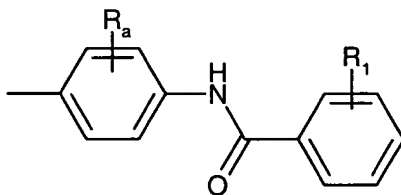
E_1 is selected from the group consisting of -amino- C_1 - C_6 -alkyl-morpholino, -piperidino- (C_1 - C_6 -alkyl-OR), -imidazolyl- C_1 - C_6 -alkyl-C(O)OR, -piperazino- C_1 - C_6 -alkyl-OR, -amino- C_1 - C_6 -alkyl-OR, -pyrrolidino-OR, -amino- C_1 - C_6 -alkyl-imidazolo, -amino- C_1 - C_6 -alkyl-N(R)₂, -amido- C_1 - C_6 -alkyl-N(R)₂, tetrahydrothiazolyl, N,N-di-(hydroxy- C_1 - C_6 -alkyl)amino-, and -piperizino-OR.

91. (Original): The compound of Claim 90, wherein:

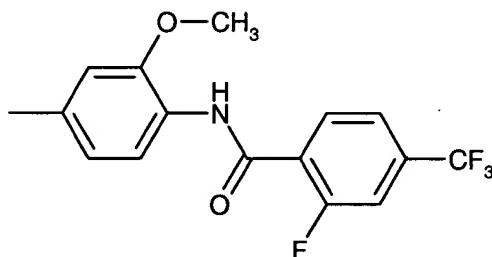
E_1 is selected from the group consisting of 4-(2-hydroxyethyl)morpholino, 3-hydroxymethylpiperidino, 2-[3-(methylcarboxy)propyl]imidazol-4-yl, 4-(2-hydroxyethyl)piperazino, 2-hydroxyethylamino, 3-hydroxypyrrolidino, 3-imidazolopropylamino, 4-hydroxybutylamino, 3-methoxypropylamino, 3-(N,N-dimethylamino)propylamino, N-[2-(N,N-dimethyl)ethyl]amido,

tetrahydrothiazolyl, N,N-di-(2-hydroxyethyl)amino, 4-hydroxypiperizino, and 4-hydroxymethylpiperizino.

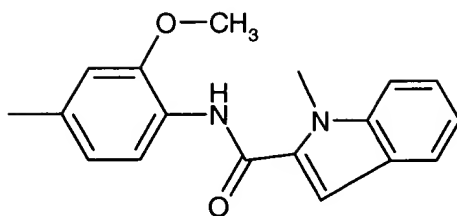
92. (Original): The compound of Claim 90, wherein Z^{110} -A- Z^{111} is $-NHC(O)-$.
93. (Original): The compound of Claim 90, wherein G is a group represented by the following structural formula:



94. (Original): The compound of Claim 93, wherein G is represented by the following structural formula:

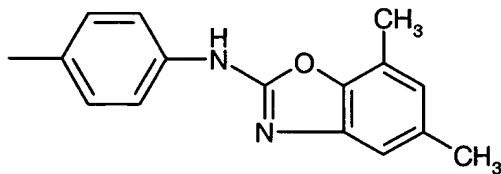


95. (Previously Amended): The compound of Claim 89, wherein R_2 is an azaheteroaryl substituted with a C_1 - C_6 alkyl, wherein the alkyl is optionally substituted with one or more substituents selected from $RO-$, $-C(O)OR$, $-C(O)N(R)_2$, and $-N(R)_2$.
96. (Original): The compound of Claim 95, wherein R_2 is 4-(2-hydroxyethyl)pyridin-2-yl, 3-aminomethylpyridin-4-yl or 2-methylimidazol-4-yl.
97. (Original): The compound of Claim 96, wherein G is represented by the following formula:



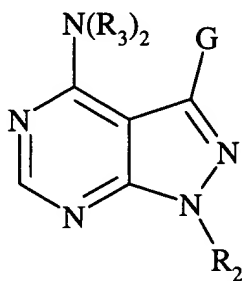
98. (Original): The compound of Claim 89, wherein R₂ is a pyrrolidinyl which is substituted with 2-methoxyethyl, N,N-dimethylaminomethyl, N,N-dimethylamino-1-oxoethyl, or 2-(N-methylamino)-1-oxopropyl.

99. (Original): The compound of Claim 98 wherein G is represented by the following structural formula:



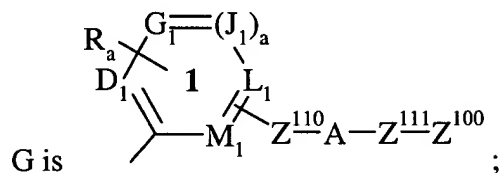
100. (Original): The compound of Claim 89, wherein R₂ is a piperidinyl which is substituted with a tetrahydrothiopyranyl, tetrahydrothienyl, 2-(N-methylamino)-2-methyl-1-oxopropyl, 2-methoxyethyl, or cyclopropylmethyl.

101. (Previously Amended): A compound of Formula (I)

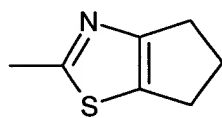


(I)

racemic-diastereomeric mixtures, optical isomers, pharmaceutically-acceptable salts or prodrugs thereof wherein:



wherein Z^{100} is pyrrolidinyl, quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, phthalazinyl, imidazo[1,2-a]pyrimidinyl, 1H-imidazo[1,2-a]imidazolyl, imidazo[2,1-b][1,3]thiazolyl, H-pyridinone, 1,1-dioxybenzothiazolyl, benzoisoxazolyl, alkyl, imidazo[1,2-a]pyridinyl, pyrrolopyridinyl or



, wherein all of the foregoing Z^{100} groups are optionally substituted with R_1 ;

Z^{110} is a covalent bond, or an optionally substituted (C_1 - C_6) which is optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

Z^{111} is a covalent bond, an optionally substituted (C_1 - C_6) or an optionally substituted - $(CH_2)_n$ -cycloalkyl- $(CH_2)_n$ -; where the optionally substituted groups are optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

R_a and R_1 each represent one or more substituents for each occurrence independently selected from the group consisting of hydrogen, halogen, -CN, - NO_2 , -C(O)OH, -C(O)H, -OH, -C(O)O-alkyl, -C(O)O-aryl, -C(O)O-heteroaryl, -C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylcarbonylamino, trifluoromethylsulfonamido, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aryl, substituted or

unsubstituted heteroaryl, substituted or unsubstituted alkenyl, substituted or unsubstituted aryloxy, substituted or unsubstituted heteroaryloxy, substituted or unsubstituted heteroarylalkoxy, substituted or unsubstituted arylalkoxy, substituted or unsubstituted alkyl-S(O)_p-, substituted or unsubstituted alkyl-S-, substituted or unsubstituted aryl-S(O)_p-, substituted or unsubstituted heteroaryl-S(O)_p-, substituted or unsubstituted arylalkyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted alkynyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkyl, substituted or unsubstituted amido groups, substituted or unsubstituted heteroarylthio, substituted or unsubstituted arylthio, -Z¹⁰⁵-C(O)N(R)₂, -Z¹⁰⁵-N(R)-C(O)-Z²⁰⁰, -Z¹⁰⁵-N(R)-S(O)₂-Z²⁰⁰, -Z¹⁰⁵-N(R)-C(O)-N(R)-Z²⁰⁰, R_c and CH₂OR_c;

where R_c for each occurrence is independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, -CH₂-NR_dR_e, -W-(CH₂)_t-NR_dR_e, -W-(CH₂)_t-O-alkyl, -W-(CH₂)_t-S-alkyl, or -W-(CH₂)_t-OH;

Z¹⁰⁵ for each occurrence is independently a covalent bond or (C₁-C₆);

Z²⁰⁰ for each occurrence is independently a substituted or unsubstituted (C₁-C₆), substituted or unsubstituted phenyl or substituted or unsubstituted -(C₁-C₆)-phenyl;

R_d and R_e for each occurrence are independently H, alkyl, alkanoyl or SO₂-alkyl; or R_d, R_e and the nitrogen atom to which they are attached together form a five- or six-membered heterocyclic ring;

t for each occurrence is independently an integer from 2 to 6;

W for each occurrence is independently a direct bond or O, S, S(O), S(O)₂, or NR_f, wherein R_f for each occurrence is independently H or alkyl; or

R₁ is a substituted or unsubstituted carbocyclic or heterocyclic ring fused with ring 2;

R₃ for each occurrence is, independently, hydrogen, hydroxy, substituted or unsubstituted alkyl, substituted or unsubstituted -C(O)-alkyl, a substituted or unsubstituted -C(O)-aryl, or a substituted or unsubstituted -C(O)-heteroaryl or substituted or unsubstituted alkoxy;

A is $-(C_1-C_6)-$, $-O-$, $-S-$, $-S(O)_p-$, $-N(R)-$, $-N(C(O)OR)-$, $-N(C(O)R)-$, $-N(SO_2R)-$, $-CH_2O-$, $-CH_2S-$, $-CH_2N(R)-$, $-CH(NR)-$, $-CH_2N(C(O)R)-$, $-CH_2N(C(O)OR)-$, $-CH_2N(SO_2R)-$, $-CH(NHR)-$, $-CH(NHC(O)R)-$, $-CH(NHSO_2R)-$, $-CH(NHC(O)OR)-$, $-CH(OC(O)R)-$, $-CH(OC(O)NHR)-$, $-CH=CH-$, $-C(=NOR)-$, $-C(O)-$, $-CH(OR)-$, $-C(O)N(R)-$, $-N(R)C(O)-$, $-N(R)S(O)_p-$, $-OC(O)N(R)-$, $-N(R)C(O)-(CH_2)_n-N(R)-$, $-N(R)C(O)O-$, $-N(R)-(CH_2)_{n+1}-C(O)-$, $-S(O)_pN(R)-$, $-O-(CR_2)_{n+1}-C(O)-$, $-O-(CR_2)_{n+1}-O-$, $-N(C(O)R)S(O)_p-$, $-N(R)S(O)_pN(R)-$, $-N(R)C(O)-(CH_2)_n-O-$, $-C(O)N(R)C(O)-$, $-S(O)_pN(R)C(O)-$, $-OS(O)_pN(R)-$, $-N(R)S(O)_pO-$, $-N(R)S(O)_pC(O)-$, $-SO_pN(C(O)R)-$, $-N(R)SO_pN(R)-$, $-C(O)O-$, $-N(R)P(OR_b)O-$, $-N(R)P(OR_b)-$, $-N(R)P(O)(OR_b)O-$, $-N(R)P(O)(OR_b)-$, $-N(C(O)R)P(OR_b)O-$, $-N(C(O)R)P(OR_b)-$, $-N(C(O)R)P(O)(OR_b)O-$, or $-N(C(O)R)P(OR_b)-$;

where R for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl or substituted or unsubstituted aryl;

R_b for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted cycloalkyl or substituted or unsubstituted aryl;

p is 1 or 2; or

in a phosphorus containing group, the nitrogen atom, the phosphorus atom, R and R_b together form a five- or six-membered heterocyclic ring; or

A is $NRSO_2$ and R, R_a and the nitrogen atom together form a substituted or unsubstituted five or six-membered heterocyclic ring fused to ring 1; or

$Z^{110}-A-Z^{111}$ taken together is a covalent bond; and

R_2 is H or a group of the formula $-Z^{101}-Z^{102}$;

Z^{101} is a covalent bond, $-(C_1-C_6)-$, $-(C_1-C_6)-O-$, $-(C_1-C_6)-C(O)-$, $-(C_1-C_6)-C(O)O-$, $-(C_1-C_6)-C(O)-NH-$, $-(C_1-C_6)-C(O)-N((C_1-C_6))-$ or a substituted or unsubstituted phenyl group;

Z^{102} is hydrogen; a substituted or unsubstituted alkyl group; a substituted or unsubstituted cycloalkyl group; a substituted or unsubstituted cycloalkenyl, a substituted or unsubstituted, saturated or unsaturated heterocyclic group; or a substituted or

unsubstituted, saturated or unsaturated heterobicyclic group; wherein said substituted alkyl, substituted cycloalkyl, substituted cycloalkenyl, substituted heterocyclic and substituted heterobicyclic group having one or more substituents each independently selected from the group consisting of hydroxyl, cyano, nitro, halo, substituted or unsubstituted (C₁-C₆), substituted or unsubstituted aryl, substituted or unsubstituted -C(O)-alkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted -N(R)-(C₁-C₆) -OR, substituted or unsubstituted -N((C₁-C₆) -OR)₂, substituted or unsubstituted -N(R)-(C₁-C₆) -C(O)₂R, substituted or unsubstituted -(C₁-C₆) -N(R)-(C₁-C₆) -OR, substituted or unsubstituted -(C₁-C₆) -N(R)-(C₁-C₆) -N(R)₂, substituted or unsubstituted -(C₁-C₆) -C(O)N(R)-(C₁-C₆) -N(R)₂, substituted or unsubstituted sulfonamido, substituted or unsubstituted ureido, substituted or unsubstituted carboxamido, substituted or unsubstituted amino, substituted or unsubstituted -N(R)-(C₁-C₆) -OR, oxo, and a saturated, unsaturated or aromatic, substituted or unsubstituted heterocyclic group comprising one or more heteroatoms selected from the group consisting of N, O, and S; wherein the nitrogen atoms of said heterocyclic group or heterobicyclic group are independently optionally substituted by oxo, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted -C(O)N(R)₂, substituted or unsubstituted -C(O)-(C₁-C₆)-N(R)₂, -C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted arylalkyl group, or substituted or unsubstituted heteroarylalkyl; or R₂ is a group of the formula -B-E, wherein B is a substituted or unsubstituted cycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted azacycloalkyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkylsulfonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aminoalkylcarbonyl, substituted or unsubstituted alkylene, substituted or unsubstituted aminoalkyl, substituted or unsubstituted alkylencarbonyl or substituted or unsubstituted aminoalkylcarbonyl group; and E is substituted or unsubstituted alkyl, a substituted or unsubstituted cycloalkyl, substituted or

unsubstituted azacycloalkyl, a substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted (C₁-C₆)-azacycloalkyl-, substituted or unsubstituted azacycloalkylcarbonyl, substituted or unsubstituted azacycloalkylsulfonyl, substituted or unsubstituted azacycloalkylalkyl, substituted or unsubstituted heteroaryl-N(R)-(C₁-C₆)-, substituted or unsubstituted aryl-N(R)-(C₁-C₆)-, substituted or unsubstituted alkyl-N(R)-(C₁-C₆)-, substituted or unsubstituted heteroaryl-(C₁-C₆)-N(R)-, substituted or unsubstituted aryl-(C₁-C₆)-N(R)-, substituted or unsubstituted alkyl-(C₁-C₆)-N(R)-, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylcarbonyl, substituted or unsubstituted alkylcarbonyl, substituted or unsubstituted arylcarbonyl, substituted or unsubstituted heteroarylsulfonyl, substituted or unsubstituted alkylsulfonyl, substituted or unsubstituted arylsulfonyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted azacycloalkylcarbonylamino, substituted or unsubstituted heteroarylcarbonylamino, substituted or unsubstituted arylcarbonylamino, substituted or unsubstituted alkylcarbonylamino or substituted or unsubstituted aryl;

- a is 1 and D₁, G₁, J₁, L₁ and M₁ are each independently selected from the group consisting of CR_a and N, provided that at least two of D₁, G₁, J₁, L₁ and M₁ are CR_a; or
- a is 0, and one of D₁, G₁, L₁ and M₁ is NR_a, one of D₁, G₁, L₁ and M₁ is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above;
- b is 1 and D₂, G₂, J₂, L₂ and M₂ are each independently selected from the group consisting of CR_a and N, provided that at least two of D₂, G₂, J₂, L₂ and M₂ are CR_a; or
- b is 0, and one of D₂, G₂, L₂ and M₂ is NR_a, one of D₂, G₂, L₂ and M₂ is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above; and
- n for each occurrence is independently an integer from 0 to 6;

provided that when A is $-N(R)-$, Z^{110} and Z^{111} are each a covalent bond, and R_2 is a 3,4-dihydroxytetrahydrofuran-2-yl or a 3,4-diacetyloxytetrahydrofuran-2-yl, then Z^{100} is not alkyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl or pyrrolidinyl;

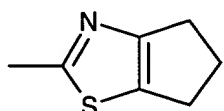
provided that when Z^{110} and Z^{111} are each a covalent bond, and R_2 is a 3,4-dihydroxytetrahydrofuran-2-yl or a 3,4-diacetyloxytetrahydrofuran-2-yl, Z^{100} is a substituted or unsubstituted alkyl, then A is not alkyl, $-O-$, $-C(O)-$, $-NHC(O)-$ or $-C(O)O-$;

provided that when $Z^{110}-A-Z^{111}$ taken together are a covalent bond, then Z^{100} is not alkyl;

provided that when $Z^{110}-A-Z^{111}$ taken together are a C_1-C_6 alkyl, then Z^{100} is not phenyl, pyrrolyl, imidazolyl, pyrazolyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, furyl or thienyl; and

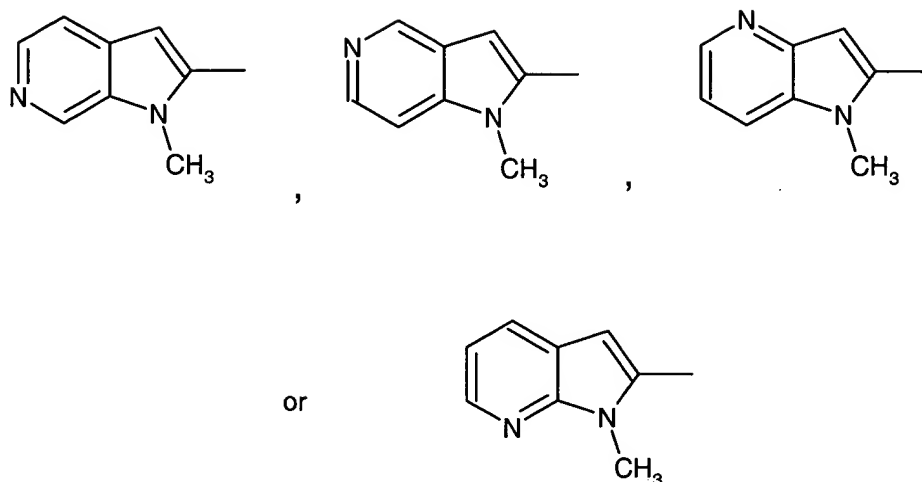
provided that when R_2 is a substituted or unsubstituted cyclopentyl, Z^{100} is an substituted or unsubstituted alkyl, Z^{110} and Z^{111} are each a covalent bond, then A is not $-O-$, $-C(O)O-$, or $-N(R)-$.

102. (Original): The compound of Claim 101, wherein Z^{100} is 2-pyrrolidinyl, 1,2-dihydro-2-oxopyridin-3-yl, benzoisoxazol-3-yl, 1,1-dioxybenzothiazol-3-yl, imidazo[1,2-

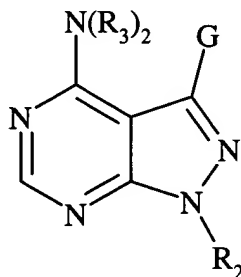
a]pyridin-2-yl or  and R_2 is 4-(4-methylpiperazino)-cyclohexyl.

103. (Original): The compound of Claim 102, wherein $Z^{110}-A-Z^{111}$ is $-NH-$.

104. (Original): The compound of Claim 101, wherein Z^{100} is a pyrrolopyridinyl selected from

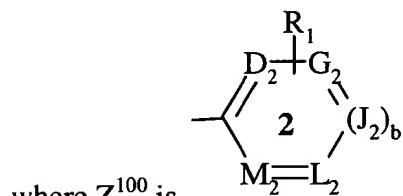
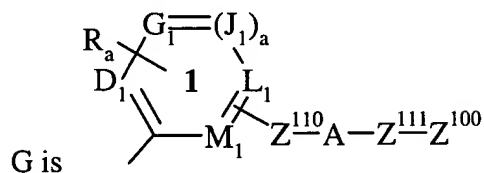


105. (Original): The compound of Claim 104, wherein Z^{110} -A- Z^{111} is $-NHC(O)-$.
106. (Original): The compound of Claim 105, wherein R_2 is piperidin-4-yl, N-methylpiperidin-4-yl, N-(prop-2-yl)piperidin-4-yl, N-(imidazol-4-yl-methyl)piperidin-4-yl, N-(2-methylimidazol-4-yl-methyl)piperidin-4-yl, N-(pyrazol-4-yl-methyl)piperidin-4-yl, N-(2-methoxyethyl)piperidin-4-yl, N-(fur-3-yl-methyl)piperidin-4-yl, N-(tetrahydropyran-4-yl-methyl)piperidin-4-yl, N-(pyrrol-2-yl-methyl)piperidin-4-yl, or N-(2-difluoroethyl)piperidin-4-yl.
107. (Previously Amended): A compound of Formula (I)

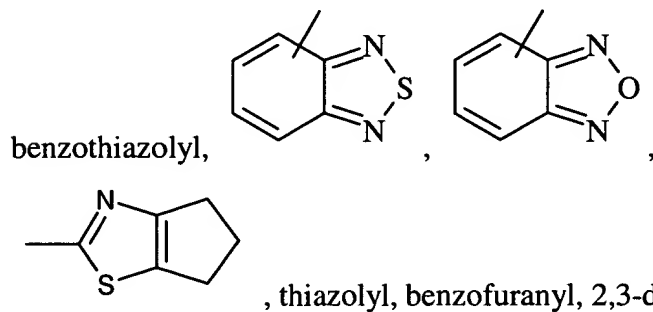


(I)

racemic-diastereomeric mixtures, optical isomers, pharmaceutically-acceptable salts or prodrugs thereof wherein:



where Z^{100} is or a group optionally substituted with R_1 selected from the group consisting of alkyl, cycloalkyl, pyrrolidinyl, quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, phthalazinyl, imidazo[1,2-a]pyrimidinyl, 1H-imidazo[1,2-a]imidazolyl, imidazo[2,1-b][1,3]thiazolyl, naphthyl, tetrahydronaphthyl, benzothienyl, furanyl, thienyl, benzoxazolyl, benzoisoxazolyl,



isoxazolyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl, pyrazolyl, pyrrolyl, pyrrolopyridinyl, H-pyridinone, oxazolyl, isothiazolyl, oxadiazolyl, thiadiazolyl, indolinyl, indazolyl, imidazo[1,2-a]pyridinyl, benzoisothiazolyl, 1,1-dioxybenzoisothiazolyl, pyrido-oxazolyl, pyrido-thiazolyl, pyrimido-oxazolyl, pyrimido-thiazolyl and benzimidazolyl;

Z^{110} is a covalent bond, or an optionally substituted (C_1 - C_6) which is optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

Z^{111} is a covalent bond, an optionally substituted (C_1-C_6) or an optionally substituted -
(CH_2)_n-cycloalkyl-(CH_2)_n-; where the optionally substituted groups are optionally
substituted with one or more substituents selected from the group consisting of
alkyl, CN, OH, halogen, NO₂, COOH, substituted or unsubstituted amino and
substituted or unsubstituted phenyl;

R_a and R_1 each represent one or more substituents for each occurrence independently
selected from the group consisting of hydrogen, -C(O)O-aryl, -C(O)O-heteroaryl,
-C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted cycloalkyl,
substituted or unsubstituted heteroaryl, substituted or unsubstituted
heteroarylalkoxy, substituted or unsubstituted arylalkoxy, substituted or
unsubstituted alkyl-S(O)_p-, substituted or unsubstituted alkyl-S-, substituted or
unsubstituted aryl-S(O)_p-, substituted or unsubstituted heteroaryl-S(O)_p-, and
wherein at least one of R_a and R_1 is not hydrogen;

R_3 for each occurrence is, independently, hydrogen, hydroxy, substituted or unsubstituted
alkyl, substituted or unsubstituted -C(O)-alkyl, a substituted or unsubstituted -
C(O)-aryl, or a substituted or unsubstituted -C(O)-heteroaryl or substituted or
unsubstituted alkoxy;

A is -(C_1-C_6) -, -O-, -S-, -S(O)_p-, -N(R)-; -N(C(O)OR)-; -N(C(O)R)-; -N(SO₂R)-; -
CH₂O-, -CH₂S-, -CH₂N(R)-; -CH(NR)-; -CH₂N(C(O)R)-; -CH₂N(C(O)OR)-; -
CH₂N(SO₂R)-; -CH(NHR)-; -CH(NHC(O)R)-; -CH(NHSO₂R)-; -
CH(NHC(O)OR)-; -CH(OC(O)R)-; -CH(OC(O)NHR)-; -CH=CH-; -C(=NOR)-; -
C(O)-; -CH(OR)-; -C(O)N(R)-; -N(R)C(O)-; -N(R)S(O)_p-; -OC(O)N(R)-; ; -N(R)-
C(O)-(CH₂)_n-N(R)-, -N(R)C(O)O-, -N(R)-(CH₂)_{n+1}-C(O)-, -S(O)_pN(R)-; -O-
(CR₂)_{n+1}-C(O)-, -O-(CR₂)_{n+1}-O-, -N(C(O)R)S(O)_p-; -N(R)S(O)_pN(R)-; -N(R)-
C(O)-(CH₂)_n-O-, -C(O)N(R)C(O)-; -S(O)_pN(R)C(O)-; -OS(O)_pN(R)-; -
N(R)S(O)_pO-, -N(R)S(O)_pC(O)-; -SO_pN(C(O)R)-; -N(R)SO_pN(R)-; -C(O)O-, -
N(R)P(OR_b)O-, -N(R)P(OR_b)-; -N(R)P(O)(OR_b)O-, -N(R)P(O)(OR_b)-; -
N(C(O)R)P(OR_b)O-, -N(C(O)R)P(OR_b)-; -N(C(O)R)P(O)(OR_b)O-, or -
N(C(O)R)P(OR_b)-;

where R for each occurrence is independently H, substituted or unsubstituted alkyl,

substituted or unsubstituted arylalkyl or substituted or unsubstituted aryl;

R_b for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted cycloalkyl or substituted or unsubstituted aryl;

p is 1 or 2; or

in a phosphorus containing group, the nitrogen atom, the phosphorus atom, R and R_b together form a five- or six-membered heterocyclic ring; or

A is NRSO_2 and R, R_a and the nitrogen atom together form a substituted or unsubstituted five or-six-membered heterocyclic ring fused to ring 1; or

Z^{110} -A- Z^{111} taken together is a covalent bond; and

R_2 is H or a group of the formula $-Z^{101}-Z^{102}$;

Z^{101} is a covalent bond, $-(C_1-C_6)-$, $-(C_1-C_6)-O-$, $-(C_1-C_6)-C(O)-$, $-(C_1-C_6)-C(O)O-$, $-(C_1-C_6)-C(O)-NH-$, $-(C_1-C_6)-C(O)-N((C_1-C_6))-$ or a substituted or unsubstituted phenyl group;

Z^{102} is hydrogen; a substituted or unsubstituted alkyl group; a substituted or unsubstituted cycloalkyl group; a substituted or unsubstituted cycloalkenyl, a substituted or unsubstituted, saturated or unsaturated heterocyclic group; or a substituted or unsubstituted, saturated or unsaturated heterobicyclic group; wherein said substituted alkyl, substituted cycloalkyl, substituted cycloalkenyl, substituted heterocyclic and substituted heterobicyclic group having one or more substituents each independently selected from the group consisting of hydroxyl, cyano, nitro, halo, substituted or unsubstituted (C_1-C_6) , substituted or unsubstituted aryl, substituted or unsubstituted $-C(O)$ -alkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted $-N(R)-(C_1-C_6)-OR$, substituted or unsubstituted $-N((C_1-C_6)-OR)_2$, substituted or unsubstituted $-N(R)-(C_1-C_6)-C(O)_2R$, substituted or unsubstituted $-(C_1-C_6)-N(R)-(C_1-C_6)-OR$, substituted or unsubstituted $-(C_1-C_6)-N(R)-(C_1-C_6)-N(R)_2$, substituted or unsubstituted $-(C_1-C_6)-C(O)N(R)-(C_1-C_6)-N(R)_2$, substituted or unsubstituted sulfonamido, substituted or unsubstituted ureido, substituted or unsubstituted carboxamido, substituted or unsubstituted amino, substituted or unsubstituted $-N(R)-(C_1-C_6)-OR$, oxo, and a

saturated, unsaturated or aromatic, substituted or unsubstituted heterocyclic group comprising one or more heteroatoms selected from the group consisting of N, O, and S; wherein the nitrogen atoms of said heterocyclic group or heterobicyclic group are independently optionally substituted by oxo, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted $-C(O)N(R)_2$, substituted or unsubstituted $-C(O)-(C_1-C_6)-N(R)_2$, $-C(O)$ -alkyl, $-C(O)$ -aryl, $-C(O)$ -heteroaryl, substituted or unsubstituted arylalkyl group, or substituted or unsubstituted heteroarylalkyl; or R_2 is a group of the formula $-B-E$, wherein B is a substituted or unsubstituted cycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted azacycloalkyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkylsulfonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aminoalkylcarbonyl, substituted or unsubstituted alkylene, substituted or unsubstituted aminoalkyl, substituted or unsubstituted alkylencarbonyl or substituted or unsubstituted aminoalkylcarbonyl group; and E is substituted or unsubstituted alkyl, a substituted or unsubstituted cycloalkyl, substituted or unsubstituted azacycloalkyl, a substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted (C_1-C_6) -azacycloalkyl-, substituted or unsubstituted azacycloalkylcarbonyl, substituted or unsubstituted azacycloalkylsulfonyl, substituted or unsubstituted azacycloalkylalkyl, substituted or unsubstituted heteroaryl- $N(R)-(C_1-C_6)-$, substituted or unsubstituted aryl- $N(R)-(C_1-C_6)-$, substituted or unsubstituted alkyl- $N(R)-(C_1-C_6)-$, substituted or unsubstituted heteroaryl- $(C_1-C_6)-N(R)-$, substituted or unsubstituted aryl- $(C_1-C_6)-N(R)-$, substituted or unsubstituted alkyl- $(C_1-C_6)-N(R)-$, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylcarbonyl, substituted or unsubstituted alkylcarbonyl, substituted or unsubstituted arylcarbonyl, substituted or unsubstituted heteroarylsulfonyl, substituted or unsubstituted alkylsulfonyl, substituted or unsubstituted arylsulfonyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted

azacycloalkylcarbonylamino, substituted or unsubstituted
heteroarylcarbonylamino, substituted or unsubstituted arylcarbonylamino,
substituted or unsubstituted alkylcarbonylamino or substituted or unsubstituted
aryl;

a is 1 and D_1 , G_1 , J_1 , L_1 and M_1 are each independently selected from the group consisting
of CR_a and N, provided that at least two of D_1 , G_1 , J_1 , L_1 and M_1 are CR_a ; or

a is 0, and one of D_1 , G_1 , L_1 and M_1 is NR_a , one of D_1 , G_1 , L_1 and M_1 is CR_a and the
remainder are independently selected from the group consisting of CR_a and N,
wherein R_a is as defined above;

b is 1 and D_2 , G_2 , J_2 , L_2 and M_2 are each independently selected from the group consisting
of CR_a and N, provided that at least two of D_2 , G_2 , J_2 , L_2 and M_2 are CR_a ; or

b is 0, and one of D_2 , G_2 , L_2 and M_2 is NR_a , one of D_2 , G_2 , L_2 and M_2 is CR_a and the
remainder are independently selected from the group consisting of CR_a and N,
wherein R_a is as defined above; and

n for each occurrence is independently an integer from 0 to 6;

provided that when A is $-N(R)-$, Z^{110} and Z^{111} are each a covalent bond, and R_2 is a 3,4-
dihydroxytetrahydrofuran-2-yl or a 3,4-diacyloxytetrahydrofuran-2-yl, then Z^{100} is not
alkyl, tetrahydropyranyl, tetrahydrofuran-2-yl, piperidinyl or pyrrolidinyl;

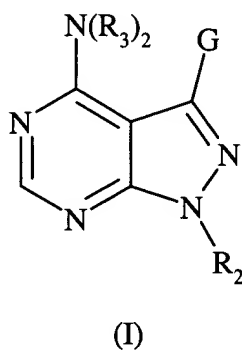
provided that when Z^{110} and Z^{111} are each a covalent bond, and R_2 is a 3,4-
dihydroxytetrahydrofuran-2-yl or a 3,4-diacyloxytetrahydrofuran-2-yl, Z^{100} is a
substituted or unsubstituted alkyl, then A is not alkyl, $-O-$, $-C(O)-$, $-NHC(O)-$ or $-C(O)O-$;

provided that when $Z^{110}-A-Z^{111}$ taken together are a covalent bond, then Z^{100} is not alkyl;

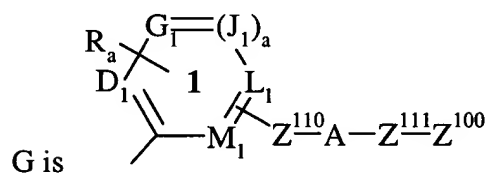
provided that when $Z^{110}-A-Z^{111}$ taken together are a C_1-C_6 alkyl, then Z^{100} is not phenyl,
pyrrolyl, imidazolyl, pyrazolyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl,
furyl or thienyl; and

provided that when R_2 is a substituted or unsubstituted cyclopentyl, Z^{100} is an substituted
or unsubstituted alkyl, Z^{110} and Z^{111} are each a covalent bond, then A is not $-O-$, $-C(O)O-$, or $-N(R)-$.

108. (Previously Amended): A compound of Formula (I)

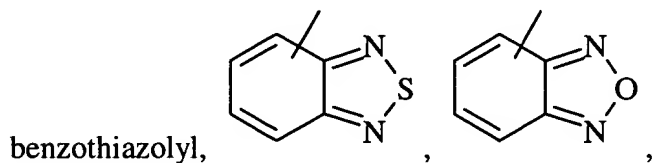


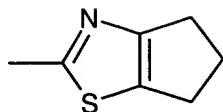
racemic-diastereomeric mixtures, optical isomers, pharmaceutically-acceptable salts or prodrugs thereof wherein:



where Z^{100} is

or a group optionally substituted with R_1 selected from the group consisting of alkyl, cycloalkyl, pyrrolidinyl, quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, phthalazinyl, imidazo[1,2-a]pyrimidinyl, 1H-imidazo[1,2-a]imidazolyl, imidazo[2,1-b][1,3]thiazolyl, naphthyl, tetrahydronaphthyl, benzothienyl, furanyl, thienyl, benzoxazolyl, benzoisoxazolyl,





, thiazolyl, benzofuranyl, 2,3-dihydrobenzofuranyl, indolyl, isoxazolyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl, pyrazolyl, pyrrolyl, pyrrolopyridinyl, H-pyridinone, oxazolyl, isothiazolyl, oxadiazolyl, thiadiazolyl, indolinyl, indazolyl, imidazo[1,2-a]pyridinyl, benzoisothiazolyl, 1,1-dioxybenzoisothiazolyl, pyrido-oxazolyl, pyrido-thiazolyl, pyrimido-oxazolyl, pyrimido-thiazolyl and benzimidazolyl;

Z^{110} is a covalent bond, or an optionally substituted (C_1-C_6) which is optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

Z^{111} is a covalent bond, an optionally substituted (C_1-C_6) or an optionally substituted - $(CH_2)_n$ -cycloalkyl- $(CH_2)_n$ -; where the optionally substituted groups are optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

R_a and R_1 each represent one or more substituents for each occurrence independently selected from the group consisting of hydrogen, halogen, -CN, - NO_2 , -C(O)OH, -C(O)H, -OH, -C(O)O-alkyl, -C(O)O-aryl, -C(O)O-heteroaryl, -C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylcarbonylamino, trifluoromethylsulfonamido, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkenyl, substituted or unsubstituted aryloxy, substituted or unsubstituted heteroaryloxy, substituted or unsubstituted heteroarylalkoxy, substituted or unsubstituted arylalkoxy, substituted or unsubstituted alkyl-S(O) $_p$ -, substituted or unsubstituted alkyl-S-, substituted or unsubstituted aryl-S(O) $_p$ -, substituted or unsubstituted heteroaryl-S(O) $_p$ -, substituted or unsubstituted arylalkyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or

unsubstituted alkynyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkyl, substituted or unsubstituted amido groups, substituted or unsubstituted heteroarylthio, substituted or unsubstituted arylthio, $-Z^{105}-C(O)N(R)_2$, $-Z^{105}-N(R)-C(O)-Z^{200}$, $-Z^{105}-N(R)-S(O)_2-Z^{200}$, $-Z^{105}-N(R)-C(O)-N(R)-Z^{200}$, R_c and CH_2OR_c ;

where R_c for each occurrence is independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, $-CH_2-NR_dR_e$, $-W-(CH_2)_t-NR_dR_e$, $-W-(CH_2)_t-O$ -alkyl, $-W-(CH_2)_t-S$ -alkyl, or $-W-(CH_2)_t-OH$;

Z^{105} for each occurrence is independently a covalent bond or (C_1-C_6) ;

Z^{200} for each occurrence is independently a substituted or unsubstituted (C_1-C_6) , substituted or unsubstituted phenyl or substituted or unsubstituted $-(C_1-C_6)$ -phenyl;

R_d and R_e for each occurrence are independently H, alkyl, alkanoyl or SO_2 -alkyl; or R_d , R_e and the nitrogen atom to which they are attached together form a five- or six-membered heterocyclic ring;

t for each occurrence is independently an integer from 2 to 6;

W for each occurrence is independently a direct bond or O, S, $S(O)$, $S(O)_2$, or NR_f , wherein R_f for each occurrence is independently H or alkyl; or

R_1 is a substituted or unsubstituted carbocyclic or heterocyclic ring fused with ring 2;

R_3 for each occurrence is, independently, hydrogen, hydroxy, substituted or unsubstituted alkyl, substituted or unsubstituted $-C(O)$ -alkyl, a substituted or unsubstituted $-C(O)$ -aryl, or a substituted or unsubstituted $-C(O)$ -heteroaryl or substituted or unsubstituted alkoxy;

A is $-(C_1-C_6)-$;

R for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl or substituted or unsubstituted aryl;

p is 1 or 2;

R_2 is H or a group of the formula $-Z^{101}-Z^{102}$;

Z^{101} is a covalent bond, $-(C_1-C_6)-$, $-(C_1-C_6)-O-$, $-(C_1-C_6)-C(O)-$, $-(C_1-C_6)-C(O)O-$, $-(C_1-C_6)-C(O)-NH-$, $-(C_1-C_6)-C(O)-N((C_1-C_6))-$ or a substituted or unsubstituted phenyl group;

Z^{102} is hydrogen; a substituted or unsubstituted alkyl group; a substituted or unsubstituted cycloalkyl group; a substituted or unsubstituted cycloalkenyl, a substituted or unsubstituted, saturated or unsaturated heterocyclic group; or a substituted or unsubstituted, saturated or unsaturated heterobicyclic group; wherein said substituted alkyl, substituted cycloalkyl, substituted cycloalkenyl, substituted heterocyclic and substituted heterobicyclic group having one or more substituents each independently selected from the group consisting of hydroxyl, cyano, nitro, halo, substituted or unsubstituted (C_1-C_6) , substituted or unsubstituted aryl, substituted or unsubstituted $-C(O)-$ alkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted $-N(R)-(C_1-C_6)-OR$, substituted or unsubstituted $-N((C_1-C_6)-OR)_2$, substituted or unsubstituted $-N(R)-(C_1-C_6)-C(O)_2R$, substituted or unsubstituted $-(C_1-C_6)-N(R)-(C_1-C_6)-OR$, substituted or unsubstituted $-(C_1-C_6)-N(R)-(C_1-C_6)-N(R)_2$, substituted or unsubstituted $-(C_1-C_6)-C(O)N(R)-(C_1-C_6)-N(R)_2$, substituted or unsubstituted sulfonamido, substituted or unsubstituted ureido, substituted or unsubstituted carboxamido, substituted or unsubstituted amino, substituted or unsubstituted $-N(R)-(C_1-C_6)-OR$, oxo, and a saturated, unsaturated or aromatic, substituted or unsubstituted heterocyclic group comprising one or more heteroatoms selected from the group consisting of N, O, and S; wherein the nitrogen atoms of said heterocyclic group or heterobicyclic group are independently optionally substituted by oxo, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted $-C(O)N(R)_2$, substituted or unsubstituted $-C(O)-(C_1-C_6)-N(R)_2$, $-C(O)-$ alkyl, $-C(O)-$ aryl, $-C(O)-$ heteroaryl, substituted or unsubstituted arylalkyl group, or substituted or unsubstituted heteroarylalkyl; or R_2 is a group of the formula $-B-E$, wherein B is a substituted or unsubstituted cycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted azacycloalkyl, substituted or unsubstituted amino,

substituted or unsubstituted aminoalkylsulfonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aminoalkylcarbonyl, substituted or unsubstituted alkylene, substituted or unsubstituted aminoalkyl, substituted or unsubstituted alkylencarbonyl or substituted or unsubstituted aminoalkylcarbonyl group; and E is substituted or unsubstituted alkyl, a substituted or unsubstituted cycloalkyl, substituted or unsubstituted azacycloalkyl, a substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted (C₁-C₆)-azacycloalkyl-, substituted or unsubstituted azacycloalkylcarbonyl, substituted or unsubstituted azacycloalkylsulfonyl, substituted or unsubstituted azacycloalkylalkyl, substituted or unsubstituted heteroaryl-N(R)-(C₁-C₆)-, substituted or unsubstituted aryl-N(R)-(C₁-C₆)-, substituted or unsubstituted alkyl-N(R)-(C₁-C₆)-, substituted or unsubstituted heteroaryl-(C₁-C₆)-N(R)-, substituted or unsubstituted aryl-(C₁-C₆)-N(R)-, substituted or unsubstituted alkyl-(C₁-C₆)-N(R)-, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylcarbonyl, substituted or unsubstituted alkylcarbonyl, substituted or unsubstituted arylcarbonyl, substituted or unsubstituted heteroarylsulfonyl, substituted or unsubstituted alkylsulfonyl, substituted or unsubstituted arylsulfonyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted azacycloalkylcarbonylamino, substituted or unsubstituted heteroarylcarbonylamino, substituted or unsubstituted arylcarbonylamino, substituted or unsubstituted alkylcarbonylamino or substituted or unsubstituted aryl;

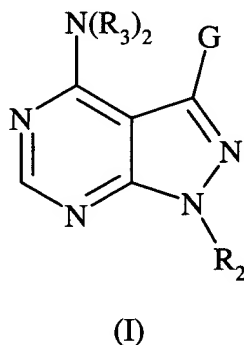
- a is 1 and D₁, G₁, J₁, L₁ and M₁ are each independently selected from the group consisting of CR_a and N, provided that at least two of D₁, G₁, J₁, L₁ and M₁ are CR_a; or
- a is 0, and one of D₁, G₁, L₁ and M₁ is NR_a, one of D₁, G₁, L₁ and M₁ is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above;
- b is 1 and D₂, G₂, J₂, L₂ and M₂ are each independently selected from the group consisting of CR_a and N, provided that at least two of D₂, G₂, J₂, L₂ and M₂ are CR_a; or

b is 0, and one of D₂, G₂, L₂ and M₂ is NR_a, one of D₂, G₂, L₂ and M₂ is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above; and

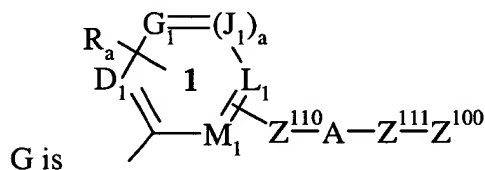
n for each occurrence is independently an integer from 0 to 6;

provided that when Z¹¹⁰-A-Z¹¹¹ taken together are a C₁-C₆ alkyl, then Z¹⁰⁰ is not phenyl, pyrrolyl, imidazolyl, pyrazolyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, furyl or thienyl.

109. (Previously Amended) A compound of Formula (I)



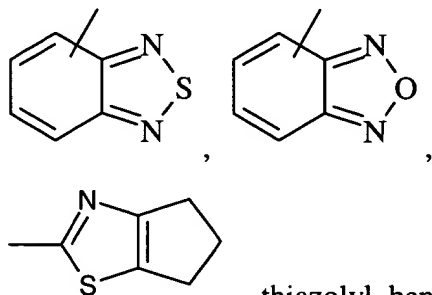
racemic-diastereomeric mixtures, optical isomers, pharmaceutically-acceptable salts or prodrugs thereof wherein:



where Z¹⁰⁰ is

or a group optionally substituted with R₁ selected from the group consisting of pyrrolidinyl, quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, phthalazinyl, imidazo[1,2-a]pyrimidinyl, 1H-imidazo[1,2-

a]imidazolyl, imidazo[2,1-b][1,3]thiazolyl, naphthyl, tetrahydronaphthyl, benzothienyl, furanyl, thienyl, benzoxazolyl, benzoisoxazolyl, benzothiazolyl,



, thiazolyl, benzofuranyl, 2,3-dihydrobenzofuranyl, indolyl, isoxazolyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl, pyrazolyl, pyrrolyl, pyrrolopyridinyl, H-pyridinone, oxazolyl, isothiazolyl, oxadiazolyl, thiadiazolyl, indolinyl, indazolyl, imidazo[1,2-a]pyridinyl, benzoisothiazolyl, 1,1-dioxybenzoisothiazolyl, pyrido-oxazolyl, pyrido-thiazolyl, pyrimido-oxazolyl, pyrimido-thiazolyl and benzimidazolyl;

R_a and R₁ each represent one or more substituents for each occurrence independently selected from the group consisting of hydrogen, halogen, -CN, -NO₂, -C(O)OH, -C(O)H, -OH, -C(O)O-alkyl, -C(O)O-aryl, -C(O)O-heteroaryl, -C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylcarbonylamino, trifluoromethylsulfonamido, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkenyl, substituted or unsubstituted aryloxy, substituted or unsubstituted heteroaryloxy, substituted or unsubstituted heteroarylalkoxy, substituted or unsubstituted arylalkoxy, substituted or unsubstituted alkyl-S(O)_p-, substituted or unsubstituted alkyl-S-, substituted or unsubstituted aryl-S(O)_p-, substituted or unsubstituted heteroaryl-S(O)_p-, substituted or unsubstituted arylalkyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted alkynyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkyl, substituted or unsubstituted amido groups, substituted or unsubstituted heteroarylthio, substituted or unsubstituted arylthio, -Z¹⁰⁵-

$C(O)N(R)_2$, $-Z^{105}-N(R)-C(O)-Z^{200}$, $-Z^{105}-N(R)-S(O)_2-Z^{200}$, $-Z^{105}-N(R)-C(O)-N(R)-Z^{200}$, R_c and CH_2OR_c ;

where R_c for each occurrence is independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, $-CH_2-NR_dR_e$, $-W-(CH_2)_t-NR_dR_e$, $-W-(CH_2)_t-O$ -alkyl, $-W-(CH_2)_t-S$ -alkyl, or $-W-(CH_2)_t-OH$;

Z^{105} for each occurrence is independently a covalent bond or (C_1-C_6) ;

Z^{200} for each occurrence is independently a substituted or unsubstituted (C_1-C_6) , substituted or unsubstituted phenyl or substituted or unsubstituted $-(C_1-C_6)$ -phenyl;

R_d and R_e for each occurrence are independently H, alkyl, alkanoyl or SO_2 -alkyl; or R_d , R_e and the nitrogen atom to which they are attached together form a five- or six-membered heterocyclic ring;

t for each occurrence is independently an integer from 2 to 6;

W for each occurrence is independently a direct bond or O, S, $S(O)$, $S(O)_2$, or NR_f ,

wherein R_f for each occurrence is independently H or alkyl; or

R_1 is a substituted or unsubstituted carbocyclic or heterocyclic ring fused with ring 2;

R_3 for each occurrence is, independently, hydrogen, hydroxy, substituted or unsubstituted alkyl, substituted or unsubstituted $-C(O)$ -alkyl, a substituted or unsubstituted $-C(O)$ -aryl, or a substituted or unsubstituted $-C(O)$ -heteroaryl or substituted or unsubstituted alkoxy;

R for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl or substituted or unsubstituted aryl;

p is 1 or 2;

$Z^{110}-A-Z^{111}$ taken together is a covalent bond; and

R_2 is H or a group of the formula $-Z^{101}-Z^{102}$;

Z^{101} is a covalent bond, $-(C_1-C_6)-$, $-(C_1-C_6)-O-$, $-(C_1-C_6)-C(O)-$, $-(C_1-C_6)-C(O)O-$, $-(C_1-C_6)-C(O)-NH-$, $-(C_1-C_6)-C(O)-N((C_1-C_6))-$ or a substituted or unsubstituted phenyl group;

Z^{102} is hydrogen; a substituted or unsubstituted alkyl group; a substituted or unsubstituted cycloalkyl group; a substituted or unsubstituted cycloalkenyl, a substituted or

unsubstituted, saturated or unsaturated heterocyclic group; or a substituted or unsubstituted, saturated or unsaturated heterobicyclic group; wherein said substituted alkyl, substituted cycloalkyl, substituted cycloalkenyl, substituted heterocyclic and substituted heterobicyclic group having one or more substituents each independently selected from the group consisting of hydroxyl, cyano, nitro, halo, substituted or unsubstituted (C₁-C₆), substituted or unsubstituted aryl, substituted or unsubstituted -C(O)-alkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted -N(R)-(C₁-C₆) -OR, substituted or unsubstituted -N((C₁-C₆) -OR)₂, substituted or unsubstituted -N(R)-(C₁-C₆) -C(O)₂R, substituted or unsubstituted -(C₁-C₆) -N(R)-(C₁-C₆) -OR, substituted or unsubstituted -(C₁-C₆) -N(R)-(C₁-C₆) -N(R)₂, substituted or unsubstituted -(C₁-C₆) -C(O)N(R)-(C₁-C₆) -N(R)₂, substituted or unsubstituted sulfonamido, substituted or unsubstituted ureido, substituted or unsubstituted carboxamido, substituted or unsubstituted amino, substituted or unsubstituted -N(R)-(C₁-C₆) -OR, oxo, and a saturated, unsaturated or aromatic, substituted or unsubstituted heterocyclic group comprising one or more heteroatoms selected from the group consisting of N, O, and S; wherein the nitrogen atoms of said heterocyclic group or heterobicyclic group are independently optionally substituted by oxo, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted -C(O)N(R)₂, substituted or unsubstituted -C(O)-(C₁-C₆)-N(R)₂, -C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted arylalkyl group, or substituted or unsubstituted heteroarylalkyl; or R₂ is a group of the formula -B-E, wherein B is a substituted or unsubstituted cycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted azacycloalkyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkylsulfonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aminoalkylcarbonyl, substituted or unsubstituted alkylene, substituted or unsubstituted aminoalkyl, substituted or unsubstituted alkylencarbonyl or substituted or unsubstituted aminoalkylcarbonyl group; and E is substituted or

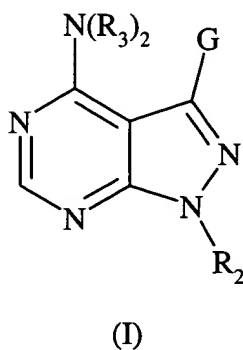
unsubstituted alkyl, a substituted or unsubstituted cycloalkyl, substituted or unsubstituted azacycloalkyl, a substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted (C₁-C₆)-azacycloalkyl-, substituted or unsubstituted azacycloalkylcarbonyl, substituted or unsubstituted azacycloalkylsulfonyl, substituted or unsubstituted azacycloalkylalkyl, substituted or unsubstituted heteroaryl-N(R)-(C₁-C₆)-, substituted or unsubstituted aryl-N(R)-(C₁-C₆)-, substituted or unsubstituted alkyl-N(R)-(C₁-C₆)-, substituted or unsubstituted heteroaryl-(C₁-C₆)-N(R)-, substituted or unsubstituted aryl-(C₁-C₆)-N(R)-, substituted or unsubstituted alkyl-(C₁-C₆)-N(R)-, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylcarbonyl, substituted or unsubstituted alkylcarbonyl, substituted or unsubstituted arylcarbonyl, substituted or unsubstituted heteroarylsulfonyl, substituted or unsubstituted alkylsulfonyl, substituted or unsubstituted arylsulfonyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted azacycloalkylcarbonylamino, substituted or unsubstituted heteroarylcarbonylamino, substituted or unsubstituted arylcarbonylamino, substituted or unsubstituted alkylcarbonylamino or substituted or unsubstituted aryl;

a is 1 and D₁, G₁, J₁, L₁ and M₁ are each independently selected from the group consisting of CR_a and N, provided that at least two of D₁, G₁, J₁, L₁ and M₁ are CR_a; or
a is 0, and one of D₁, G₁, L₁ and M₁ is NR_a, one of D₁, G₁, L₁ and M₁ is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above;

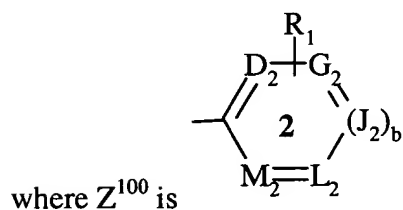
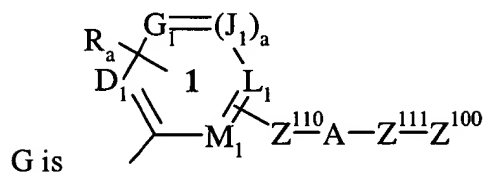
b is 1 and D₂, G₂, J₂, L₂ and M₂ are each independently selected from the group consisting of CR_a and N, provided that at least two of D₂, G₂, J₂, L₂ and M₂ are CR_a; or
b is 0, and one of D₂, G₂, L₂ and M₂ is NR_a, one of D₂, G₂, L₂ and M₂ is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above; and

n for each occurrence is independently an integer from 0 to 6.

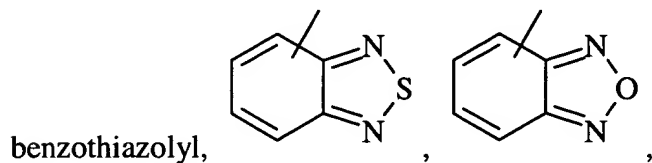
110. (Previously Amended): A compound of Formula (I)

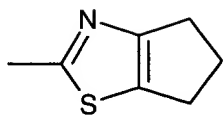


racemic-diastereomeric mixtures, optical isomers, pharmaceutically-acceptable salts or prodrugs thereof wherein:



or a group optionally substituted with R_1 selected from the group consisting of alkyl, cycloalkyl, pyrrolidinyl, quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, phthalazinyl, imidazo[1,2-a]pyrimidinyl, 1H-imidazo[1,2-a]imidazolyl, imidazo[2,1-b][1,3]thiazolyl, naphthyl, tetrahydronaphthyl, benzothienyl, furanyl, thienyl, benzoxazolyl, benzoisoxazolyl,





, thiazolyl, benzofuranyl, 2,3-dihydrobenzofuranyl, indolyl, isoxazolyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl, pyrazolyl, pyrrolyl, pyrrolopyridinyl, H-pyridinone, oxazolyl, isothiazolyl, oxadiazolyl, thiadiazolyl, indolinyl, indazolyl, imidazo[1,2-a]pyridinyl, benzoisothiazolyl, 1,1-dioxybenzoisothiazolyl, pyrido-oxazolyl, pyrido-thiazolyl, pyrimido-oxazolyl, pyrimido-thiazolyl and benzimidazolyl;

Z^{110} is a covalent bond, or an optionally substituted (C_1-C_6) which is optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

Z^{111} is a covalent bond, an optionally substituted (C_1-C_6) or an optionally substituted - $(CH_2)_n$ -cycloalkyl- $(CH_2)_n$ -; where the optionally substituted groups are optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

R_a and R_1 each represent one or more substituents for each occurrence independently selected from the group consisting of hydrogen, halogen, -CN, - NO_2 , -C(O)OH, -C(O)H, -OH, -C(O)O-alkyl, -C(O)O-aryl, -C(O)O-heteroaryl, -C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylcarbonylamino, trifluoromethylsulfonamido, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkenyl, substituted or unsubstituted aryloxy, substituted or unsubstituted heteroaryloxy, substituted or unsubstituted heteroarylalkoxy, substituted or unsubstituted arylalkoxy, substituted or unsubstituted alkyl-S(O) $_p$ -, substituted or unsubstituted alkyl-S-, substituted or unsubstituted aryl-S(O) $_p$ -, substituted or unsubstituted heteroaryl-S(O) $_p$ -, substituted or unsubstituted arylalkyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or

unsubstituted alkynyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkyl, substituted or unsubstituted amido groups, substituted or unsubstituted heteroarylthio, substituted or unsubstituted arylthio, $-Z^{105}-C(O)N(R)_2$, $-Z^{105}-N(R)-C(O)-Z^{200}$, $-Z^{105}-N(R)-S(O)_2-Z^{200}$, $-Z^{105}-N(R)-C(O)-N(R)-Z^{200}$, R_c and CH_2OR_c ;

where R_c for each occurrence is independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, $-CH_2-NR_dR_e$, $-W-(CH_2)_t-NR_dR_e$, $-W-(CH_2)_t-O$ -alkyl, $-W-(CH_2)_t-S$ -alkyl, or $-W-(CH_2)_t-OH$;

Z^{105} for each occurrence is independently a covalent bond or (C_1-C_6) ;

Z^{200} for each occurrence is independently a substituted or unsubstituted (C_1-C_6) , substituted or unsubstituted phenyl or substituted or unsubstituted $-(C_1-C_6)$ -phenyl;

R_d and R_e for each occurrence are independently H, alkyl, alkanoyl or SO_2 -alkyl; or R_d , R_e and the nitrogen atom to which they are attached together form a five- or six-membered heterocyclic ring;

t for each occurrence is independently an integer from 2 to 6;

W for each occurrence is independently a direct bond or O, S, $S(O)$, $S(O)_2$, or NR_f , wherein R_f for each occurrence is independently H or alkyl; or

R_1 is a substituted or unsubstituted carbocyclic or heterocyclic ring fused with ring 2;

R_3 for each occurrence is, independently, substituted or unsubstituted $-C(O)$ -alkyl, a substituted or unsubstituted $-C(O)$ -aryl, or a substituted or unsubstituted $-C(O)$ -heteroaryl.

A is $-(C_1-C_6)-$, $-O-$, $-S-$, $-S(O)_p-$, $-N(R)-$, $-N(C(O)OR)-$, $-N(C(O)R)-$, $-N(SO_2R)-$, $-CH_2O-$, $-CH_2S-$, $-CH_2N(R)-$, $-CH(NR)-$, $-CH_2N(C(O)R)-$, $-CH_2N(C(O)OR)-$, $-CH_2N(SO_2R)-$, $-CH(NHR)-$, $-CH(NHC(O)R)-$, $-CH(NHSO_2R)-$, $-CH(NHC(O)OR)-$, $-CH(OC(O)R)-$, $-CH(OC(O)NHR)-$, $-CH=CH-$, $-C(=NOR)-$, $-C(O)-$, $-CH(OR)-$, $-C(O)N(R)-$, $-N(R)C(O)-$, $-N(R)S(O)_p-$, $-OC(O)N(R)-$, $-N(R)-C(O)-(CH_2)_n-N(R)-$, $-N(R)C(O)O-$, $-N(R)-(CH_2)_{n+1}-C(O)-$, $-S(O)_pN(R)-$, $-O-(CR_2)_{n+1}-C(O)-$, $-O-(CR_2)_{n+1}-O-$, $-N(C(O)R)S(O)_p-$, $-N(R)S(O)_pN(R)-$, $-N(R)-C(O)-(CH_2)_n-O-$, $-C(O)N(R)C(O)-$, $-S(O)_pN(R)C(O)-$, $-OS(O)_pN(R)-$, $-$

$N(R)S(O)_pO-$; $-N(R)S(O)_pC(O)-$; $-SO_pN(C(O)R)-$; $-N(R)SO_pN(R)-$; $-C(O)O-$; $-N(R)P(OR_b)O-$; $-N(R)P(OR_b)-$; $-N(R)P(O)(OR_b)O-$; $-N(R)P(O)(OR_b)-$; $-N(C(O)R)P(OR_b)O-$; $-N(C(O)R)P(OR_b)-$; $-N(C(O)R)P(O)(OR_b)O-$, or $-N(C(O)R)P(OR_b)-$;

where R for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl or substituted or unsubstituted aryl;

R_b for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted cycloalkyl or substituted or unsubstituted aryl;

p is 1 or 2; or

in a phosphorus containing group, the nitrogen atom, the phosphorus atom, R and R_b together form a five- or six-membered heterocyclic ring; or

A is $NRSO_2$ and R, R_a and the nitrogen atom together form a substituted or unsubstituted five or six-membered heterocyclic ring fused to ring 1; or

$Z^{110}-A-Z^{111}$ taken together is a covalent bond; and

R_2 is H or a group of the formula $-Z^{101}-Z^{102}$;

Z^{101} is a covalent bond, $-(C_1-C_6)-$, $-(C_1-C_6)-O-$, $-(C_1-C_6)-C(O)-$, $-(C_1-C_6)-C(O)O-$, $-(C_1-C_6)-C(O)-NH-$, $-(C_1-C_6)-C(O)-N((C_1-C_6))-$ or a substituted or unsubstituted phenyl group;

Z^{102} is hydrogen; a substituted or unsubstituted alkyl group; a substituted or unsubstituted cycloalkyl group; a substituted or unsubstituted cycloalkenyl, a substituted or unsubstituted, saturated or unsaturated heterocyclic group; or a substituted or unsubstituted, saturated or unsaturated heterobicyclic group; wherein said substituted alkyl, substituted cycloalkyl, substituted cycloalkenyl, substituted heterocyclic and substituted heterobicyclic group having one or more substituents each independently selected from the group consisting of hydroxyl, cyano, nitro, halo, substituted or unsubstituted (C_1-C_6) , substituted or unsubstituted aryl, substituted or unsubstituted $-C(O)-$ alkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted $-N(R)-(C_1-C_6)-OR$, substituted or unsubstituted $-N((C_1-C_6)-OR)_2$, substituted or unsubstituted $-N(R)-(C_1-C_6)-C(O)_2R$, substituted

or unsubstituted $-(C_1-C_6)-N(R)-(C_1-C_6)-OR$, substituted or unsubstituted $-(C_1-C_6)-N(R)-(C_1-C_6)-N(R)_2$, substituted or unsubstituted $-(C_1-C_6)-C(O)N(R)-(C_1-C_6)-N(R)_2$, substituted or unsubstituted sulfonamido, substituted or unsubstituted ureido, substituted or unsubstituted carboxamido, substituted or unsubstituted amino, substituted or unsubstituted $-N(R)-(C_1-C_6)-OR$, oxo, and a saturated, unsaturated or aromatic, substituted or unsubstituted heterocyclic group comprising one or more heteroatoms selected from the group consisting of N, O, and S; wherein the nitrogen atoms of said heterocyclic group or heterobicyclic group are independently optionally substituted by oxo, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted $-C(O)N(R)_2$, substituted or unsubstituted $-C(O)-(C_1-C_6)-N(R)_2$, $-C(O)$ -alkyl, $-C(O)$ -aryl, $-C(O)$ -heteroaryl, substituted or unsubstituted arylalkyl group, or substituted or unsubstituted heteroarylalkyl; or R_2 is a group of the formula $-B-E$, wherein B is a substituted or unsubstituted cycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted azacycloalkyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkylsulfonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aminoalkylcarbonyl, substituted or unsubstituted alkylene, substituted or unsubstituted aminoalkyl, substituted or unsubstituted alkylencarbonyl or substituted or unsubstituted aminoalkylcarbonyl group; and E is substituted or unsubstituted alkyl, a substituted or unsubstituted cycloalkyl, substituted or unsubstituted azacycloalkyl, a substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted (C_1-C_6) -azacycloalkyl-, substituted or unsubstituted azacycloalkylcarbonyl, substituted or unsubstituted azacycloalkylsulfonyl, substituted or unsubstituted azacycloalkylalkyl, substituted or unsubstituted heteroaryl- $N(R)-(C_1-C_6)-$, substituted or unsubstituted aryl- $N(R)-(C_1-C_6)-$, substituted or unsubstituted alkyl- $N(R)-(C_1-C_6)-$, substituted or unsubstituted heteroaryl- $(C_1-C_6)-N(R)-$, substituted or unsubstituted aryl- $(C_1-C_6)-N(R)-$, substituted or unsubstituted alkyl- $(C_1-C_6)-N(R)-$, substituted or unsubstituted

heteroaryl, substituted or unsubstituted heteroarylcarbonyl, substituted or unsubstituted alkylcarbonyl, substituted or unsubstituted arylcarbonyl, substituted or unsubstituted heteroarylsulfonyl, substituted or unsubstituted alkylsulfonyl, substituted or unsubstituted arylsulfonyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted azacycloalkylcarbonylamino, substituted or unsubstituted heteroarylcarbonylamino, substituted or unsubstituted arylcarbonylamino, substituted or unsubstituted alkylcarbonylamino or substituted or unsubstituted aryl;

a is 1 and D_1 , G_1 , J_1 , L_1 and M_1 are each independently selected from the group consisting of CR_a and N, provided that at least two of D_1 , G_1 , J_1 , L_1 and M_1 are CR_a ; or
a is 0, and one of D_1 , G_1 , L_1 and M_1 is NR_a , one of D_1 , G_1 , L_1 and M_1 is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above;

b is 1 and D_2 , G_2 , J_2 , L_2 and M_2 are each independently selected from the group consisting of CR_a and N, provided that at least two of D_2 , G_2 , J_2 , L_2 and M_2 are CR_a ; or
b is 0, and one of D_2 , G_2 , L_2 and M_2 is NR_a , one of D_2 , G_2 , L_2 and M_2 is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above; and

n for each occurrence is independently an integer from 0 to 6;

provided that when A is $-N(R)-$, Z^{110} and Z^{111} are each a covalent bond, and R_2 is a 3,4-dihydroxytetrahydrofuran-2-yl or a 3,4-diacyloxytetrahydrofuran-2-yl, then Z^{100} is not alkyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl or pyrrolidinyl;

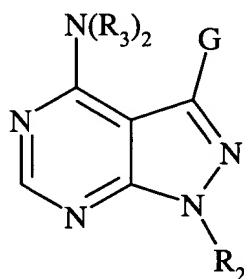
provided that when Z^{110} and Z^{111} are each a covalent bond, and R_2 is a 3,4-dihydroxytetrahydrofuran-2-yl or a 3,4-diacyloxytetrahydrofuran-2-yl, Z^{100} is a substituted or unsubstituted alkyl, then A is not alkyl, $-O-$, $-C(O)-$, $-NHC(O)-$ or $-C(O)O-$;

provided that when $Z^{110}-A-Z^{111}$ taken together are a covalent bond, then Z^{100} is not alkyl;

provided that when Z^{110} -A- Z^{111} taken together are a C_1 - C_6 alkyl, then Z^{100} is not phenyl, pyrrolyl, imidazolyl, pyrazolyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, furyl or thienyl; and

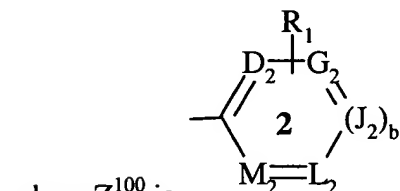
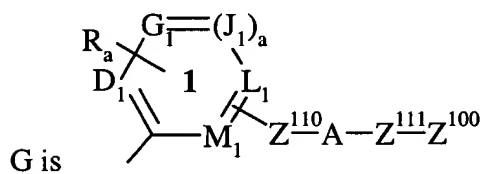
provided that when R_2 is a substituted or unsubstituted cyclopentyl, Z^{100} is an substituted or unsubstituted alkyl, Z^{110} and Z^{111} are each a covalent bond, then A is not -O-, -C(O)O-, or -N(R)-.

111. (Previously Amended): A compound of Formula (I)



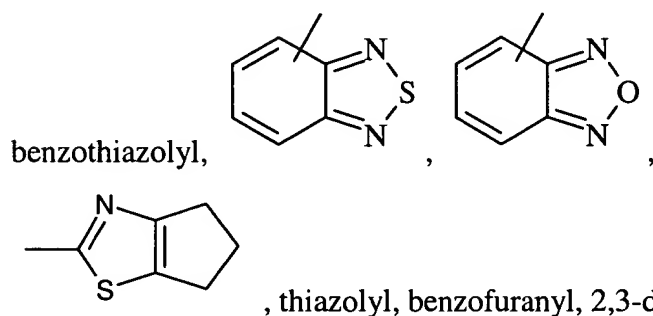
(I)

racemic-diastereomeric mixtures, optical isomers, pharmaceutically-acceptable salts or prodrugs thereof wherein:



where Z^{100} is or a group optionally substituted with R_1 selected from the group consisting of alkyl, cycloalkyl, pyrrolidinyl, quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, phthalazinyl, imidazo[1,2-a]pyrimidinyl, 1H-imidazo[1,2-a]imidazolyl, imidazo[2,1-b][1,3]thiazolyl, naphthyl,

tetrahydronaphthyl, benzothienyl, furanyl, thienyl, benzoxazolyl, benzoisoxazolyl,



isoxazolyl, tetrahydropyranyl, tetrahydrofuranyl, piperidiny, pyrazolyl, pyrrolyl, pyrrolopyridinyl, H-pyridinone, oxazolyl, isothiazolyl, oxadiazolyl, thiadiazolyl, indoliny, indazolyl, imidazo[1,2-a]pyridinyl, benzoisothiazolyl, 1,1-dioxybenzoisothiazolyl, pyrido-oxazolyl, pyrido-thiazolyl, pyrimido-oxazolyl, pyrimido-thiazolyl and benzimidazolyl;

Z^{110} is a covalent bond, or an optionally substituted (C_1-C_6) which is optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

Z^{111} is a covalent bond, an optionally substituted (C_1-C_6) or an optionally substituted - $(CH_2)_n$ -cycloalkyl- $(CH_2)_n$ -; where the optionally substituted groups are optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

R_a and R_1 each represent one or more substituents for each occurrence independently selected from the group consisting of hydrogen, halogen, -CN, - NO_2 , -C(O)OH, -C(O)H, -OH, -C(O)O-alkyl, -C(O)O-aryl, -C(O)O-heteroaryl, -C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylcarbonylamino, trifluoromethylsulfonamido, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkenyl, substituted or unsubstituted aryloxy, substituted or unsubstituted heteroaryloxy, substituted or

unsubstituted heteroarylalkoxy, substituted or unsubstituted arylalkoxy, substituted or unsubstituted alkyl-S(O)_p-, substituted or unsubstituted alkyl-S-, substituted or unsubstituted aryl-S(O)_p-, substituted or unsubstituted heteroaryl-S(O)_p-, substituted or unsubstituted arylalkyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted alkynyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkyl, substituted or unsubstituted amido groups, substituted or unsubstituted heteroarylthio, substituted or unsubstituted arylthio, -Z¹⁰⁵-C(O)N(R)₂, -Z¹⁰⁵-N(R)-C(O)-Z²⁰⁰, -Z¹⁰⁵-N(R)-S(O)₂-Z²⁰⁰, -Z¹⁰⁵-N(R)-C(O)-N(R)-Z²⁰⁰, R_c and CH₂OR_c;

where R_c for each occurrence is independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, -CH₂-NR_dR_e, -W-(CH₂)_t-NR_dR_e, -W-(CH₂)_t-O-alkyl, -W-(CH₂)_t-S-alkyl, or -W-(CH₂)_t-OH;

Z¹⁰⁵ for each occurrence is independently a covalent bond or (C₁-C₆);

Z²⁰⁰ for each occurrence is independently a substituted or unsubstituted (C₁-C₆), substituted or unsubstituted phenyl or substituted or unsubstituted -(C₁-C₆)-phenyl;

R_d and R_e for each occurrence are independently H, alkyl, alkanoyl or SO₂-alkyl; or R_d, R_e and the nitrogen atom to which they are attached together form a five- or six-membered heterocyclic ring;

t for each occurrence is independently an integer from 2 to 6;

W for each occurrence is independently a direct bond or O, S, S(O), S(O)₂, or NR_f, wherein R_f for each occurrence is independently H or alkyl; or

R₁ is a substituted or unsubstituted carbocyclic or heterocyclic ring fused with ring 2;

R₃ for each occurrence is, independently, hydrogen, hydroxy, substituted or unsubstituted alkyl, substituted or unsubstituted -C(O)-alkyl, a substituted or unsubstituted -C(O)-aryl, or a substituted or unsubstituted -C(O)-heteroaryl or substituted or unsubstituted alkoxy;

A is -(C₁-C₆)-, -O-, -S-, -S(O)_p-, -N(R)-, -N(C(O)OR)-, -N(C(O)R)-, -N(SO₂R)-, -CH₂O-, -CH₂S-, -CH₂N(R)-, -CH(NR)-, -CH₂N(C(O)R)-, -CH₂N(C(O)OR)-, -

CH₂N(SO₂R)-; -CH(NHR)-; -CH(NHC(O)R)-; -CH(NHSO₂R)-; -
CH(NHC(O)OR)-; -CH(OC(O)R)-; -CH(OC(O)NHR)-; -CH=CH-; -C(=NOR)-; -
C(O)-; -CH(OR)-; -C(O)N(R)-; -N(R)C(O)-; -N(R)S(O)_p-; -OC(O)N(R)-; ; -N(R)-
C(O)-(CH₂)_n-N(R)-, -N(R)C(O)O-; -N(R)-(CH₂)_{n+1}-C(O)-, -S(O)_pN(R)-; -O-
(CR₂)_{n+1}-C(O)-, -O-(CR₂)_{n+1}-O-, -N(C(O)R)S(O)_p-; -N(R)S(O)_pN(R)-; -N(R)-
C(O)-(CH₂)_n-O-, -C(O)N(R)C(O)-; -S(O)_pN(R)C(O)-; -OS(O)_pN(R)-; -
N(R)S(O)_pO-; -N(R)S(O)_pC(O)-; -SO_pN(C(O)R)-; -N(R)SO_pN(R)-; -C(O)O-; -
N(R)P(OR_b)O-; -N(R)P(OR_b)-; -N(R)P(O)(OR_b)O-; -N(R)P(O)(OR_b)-; -
N(C(O)R)P(OR_b)O-; -N(C(O)R)P(OR_b)-; -N(C(O)R)P(O)(OR_b)O-, or -
N(C(O)R)P(OR_b)-;

where R for each occurrence is independently H, substituted or unsubstituted alkyl,
substituted or unsubstituted arylalkyl or substituted or unsubstituted aryl;

R_b for each occurrence is independently H, substituted or unsubstituted alkyl, substituted
or unsubstituted arylalkyl, substituted or unsubstituted cycloalkyl or substituted or
unsubstituted aryl;

p is 1 or 2; or

in a phosphorus containing group, the nitrogen atom, the phosphorus atom, R and R_b
together form a five- or six-membered heterocyclic ring; or

A is NRSO₂ and R, R_a and the nitrogen atom together form a substituted or unsubstituted
five or-six-membered heterocyclic ring fused to ring 1; or

Z¹¹⁰-A-Z¹¹¹ taken together is a covalent bond; and

R₂ is a group of the formula -Z¹⁰¹-Z¹⁰²;

Z¹⁰¹ is a covalent bond, -(C₁-C₆)-, -(C₁-C₆)-O-, -(C₁-C₆)-C(O)-, -(C₁-C₆)-C(O)O-, -
(C₁-C₆)-C(O)-NH-, -(C₁-C₆)-C(O)-N((C₁-C₆))- or a substituted or unsubstituted
phenyl group;

Z¹⁰² is a substituted or unsubstituted cycloalkenyl, wherein said substituted cycloalkenyl
has one or more substituents each independently selected from the group
consisting of hydroxyl, cyano, nitro, halo, substituted or unsubstituted (C₁-C₆),
substituted or unsubstituted aryl, substituted or unsubstituted -C(O)-alkyl,
substituted or unsubstituted alkoxy, substituted or unsubstituted -N(R)-(C₁-C₆) -

OR, substituted or unsubstituted $-N((C_1-C_6) -OR)_2$, substituted or unsubstituted $-N(R)-(C_1-C_6) -C(O)_2R$, substituted or unsubstituted $-(C_1-C_6) -N(R)-(C_1-C_6) -OR$, substituted or unsubstituted $-(C_1-C_6) -N(R)-(C_1-C_6) -N(R)_2$, substituted or unsubstituted $-(C_1-C_6) -C(O)N(R)-(C_1-C_6) -N(R)_2$, substituted or unsubstituted sulfonamido, substituted or unsubstituted ureido, substituted or unsubstituted carboxamido, substituted or unsubstituted amino, substituted or unsubstituted $-N(R)-(C_1-C_6) -OR$, oxo, and a saturated, unsaturated or aromatic, substituted or unsubstituted heterocyclic group comprising one or more heteroatoms selected from the group consisting of N, O, and S; wherein the nitrogen atoms of said heterocyclic group or heterobicyclic group are independently optionally substituted by oxo, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted $-C(O)N(R)_2$, substituted or unsubstituted $-C(O)-(C_1-C_6)-N(R)_2$, $-C(O)$ -alkyl, $-C(O)$ -aryl, $-C(O)$ -heteroaryl, substituted or unsubstituted arylalkyl group, or substituted or unsubstituted heteroarylalkyl;

a is 1 and D_1 , G_1 , J_1 , L_1 and M_1 are each independently selected from the group consisting of CR_a and N, provided that at least two of D_1 , G_1 , J_1 , L_1 and M_1 are CR_a ; or

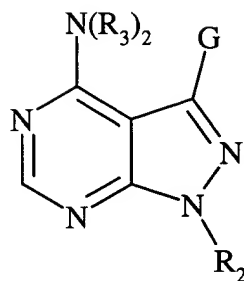
a is 0, and one of D_1 , G_1 , L_1 and M_1 is NR_a , one of D_1 , G_1 , L_1 and M_1 is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above;

b is 1 and D_2 , G_2 , J_2 , L_2 and M_2 are each independently selected from the group consisting of CR_a and N, provided that at least two of D_2 , G_2 , J_2 , L_2 and M_2 are CR_a ; or

b is 0, and one of D_2 , G_2 , L_2 and M_2 is NR_a , one of D_2 , G_2 , L_2 and M_2 is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above; and

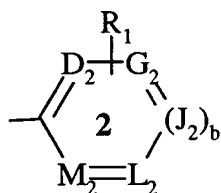
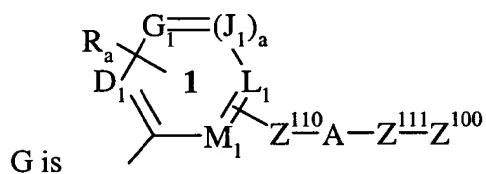
n for each occurrence is independently an integer from 0 to 6.

112. (Previously Amended): A compound of Formula (I)

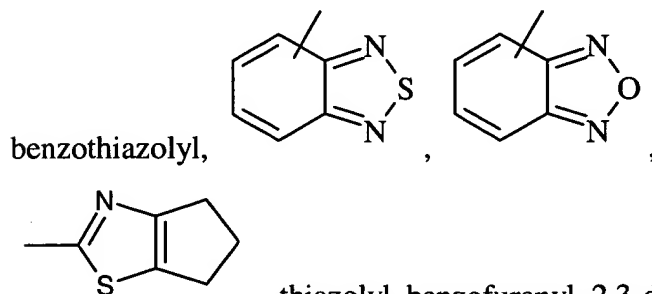


(I)

racemic-diastereomeric mixtures, optical isomers, pharmaceutically-acceptable salts or prodrugs thereof wherein:



where Z^{100} is or a group optionally substituted with R_1 selected from the group consisting of alkyl, cycloalkyl, pyrrolidinyl, quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, phthalazinyl, imidazo[1,2-a]pyrimidinyl, 1H-imidazo[1,2-a]imidazolyl, imidazo[2,1-b][1,3]thiazolyl, naphthyl, tetrahydronaphthyl, benzothienyl, furanyl, thienyl, benzoxazolyl, benzoisoxazolyl,



isoxazolyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl, pyrazolyl, pyrrolyl, pyrrolopyridinyl, H-pyridinone, oxazolyl, isothiazolyl, oxadiazolyl, thiadiazolyl, indolinyl, indazolyl, imidazo[1,2-a]pyridinyl, benzoisothiazolyl, 1,1-

dioxybenzothiazolyl, pyrido-oxazolyl, pyrido-thiazolyl, pyrimido-oxazolyl, pyrimido-thiazolyl and benzimidazolyl;

Z^{110} is a covalent bond, or an optionally substituted (C_1-C_6) which is optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

Z^{111} is a covalent bond, an optionally substituted (C_1-C_6) or an optionally substituted $-(CH_2)_n$ -cycloalkyl- $(CH_2)_n$ -; where the optionally substituted groups are optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO_2 , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

R_a and R_1 each represent one or more substituents for each occurrence independently selected from the group consisting of hydrogen, halogen, -CN, $-NO_2$, $-C(O)OH$, $-C(O)H$, -OH, $-C(O)O$ -alkyl, $-C(O)O$ -aryl, $-C(O)O$ -heteroaryl, $-C(O)$ -alkyl, $-C(O)$ -aryl, $-C(O)$ -heteroaryl, substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylcarbonylamino, trifluoromethylsulfonamido, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkenyl, substituted or unsubstituted aryloxy, substituted or unsubstituted heteroaryloxy, substituted or unsubstituted heteroarylalkoxy, substituted or unsubstituted arylalkoxy, substituted or unsubstituted alkyl- $S(O)_p$ -, substituted or unsubstituted alkyl-S-, substituted or unsubstituted aryl- $S(O)_p$ -, substituted or unsubstituted heteroaryl- $S(O)_p$ -, substituted or unsubstituted arylalkyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted alkynyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkyl, substituted or unsubstituted amido groups, substituted or unsubstituted heteroarylthio, substituted or unsubstituted arylthio, $-Z^{105}-C(O)N(R)_2$, $-Z^{105}-N(R)-C(O)-Z^{200}$, $-Z^{105}-N(R)-S(O)_2-Z^{200}$, $-Z^{105}-N(R)-C(O)-N(R)-Z^{200}$, R_c and CH_2OR_c ;

where R_e for each occurrence is independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, $-\text{CH}_2-\text{NR}_d\text{R}_e$, $-\text{W}-(\text{CH}_2)_t-\text{NR}_d\text{R}_e$, $-\text{W}-(\text{CH}_2)_t-\text{O}-\text{alkyl}$, $-\text{W}-(\text{CH}_2)_t-\text{S}-\text{alkyl}$, or $-\text{W}-(\text{CH}_2)_t-\text{OH}$;

Z^{105} for each occurrence is independently a covalent bond or (C_1-C_6) ;

Z^{200} for each occurrence is independently a substituted or unsubstituted (C_1-C_6) , substituted or unsubstituted phenyl or substituted or unsubstituted $-(\text{C}_1-\text{C}_6)$ -phenyl;

R_d and R_e for each occurrence are independently H, alkyl, alkanoyl or SO_2 -alkyl; or R_d , R_e and the nitrogen atom to which they are attached together form a five- or six-membered heterocyclic ring;

t for each occurrence is independently an integer from 2 to 6;

W for each occurrence is independently a direct bond or O, S, $\text{S}(\text{O})$, $\text{S}(\text{O})_2$, or NR_f , wherein R_f for each occurrence is independently H or alkyl; or

R_1 is a substituted or unsubstituted carbocyclic or heterocyclic ring fused with ring 2;

R_3 for each occurrence is, independently, hydrogen, hydroxy, substituted or unsubstituted alkyl, substituted or unsubstituted $-\text{C}(\text{O})-\text{alkyl}$, a substituted or unsubstituted $-\text{C}(\text{O})-\text{aryl}$, or a substituted or unsubstituted $-\text{C}(\text{O})-\text{heteroaryl}$ or substituted or unsubstituted alkoxy;

A is $-(\text{C}_1-\text{C}_6)-$, $-\text{O}-$; $-\text{S}-$; $-\text{S}(\text{O})_p-$; $-\text{N}(\text{R})-$; $-\text{N}(\text{C}(\text{O})\text{OR})-$; $-\text{N}(\text{C}(\text{O})\text{R})-$; $-\text{N}(\text{SO}_2\text{R})-$; $-\text{CH}_2\text{O}-$; $-\text{CH}_2\text{S}-$; $-\text{CH}_2\text{N}(\text{R})-$; $-\text{CH}(\text{NR})-$; $-\text{CH}_2\text{N}(\text{C}(\text{O})\text{R})-$; $-\text{CH}_2\text{N}(\text{C}(\text{O})\text{OR})-$; $-\text{CH}_2\text{N}(\text{SO}_2\text{R})-$; $-\text{CH}(\text{NHR})-$; $-\text{CH}(\text{NHC}(\text{O})\text{R})-$; $-\text{CH}(\text{NHSO}_2\text{R})-$; $-\text{CH}(\text{NHC}(\text{O})\text{OR})-$; $-\text{CH}(\text{OC}(\text{O})\text{R})-$; $-\text{CH}(\text{OC}(\text{O})\text{NHR})-$; $-\text{CH}=\text{CH}-$; $-\text{C}(=\text{NOR})-$; $-\text{C}(\text{O})-$; $-\text{CH}(\text{OR})-$; $-\text{C}(\text{O})\text{N}(\text{R})-$; $-\text{N}(\text{R})\text{C}(\text{O})-$; $-\text{N}(\text{R})\text{S}(\text{O})_p-$; $-\text{OC}(\text{O})\text{N}(\text{R})-$; $;$ $;$ $-\text{N}(\text{R})-\text{C}(\text{O})-(\text{CH}_2)_n-\text{N}(\text{R})-$; $-\text{N}(\text{R})\text{C}(\text{O})\text{O}-$; $-\text{N}(\text{R})-(\text{CH}_2)_{n+1}-\text{C}(\text{O})-$; $-\text{S}(\text{O})_p\text{N}(\text{R})-$; $-\text{O}-(\text{CR}_2)_{n+1}-\text{C}(\text{O})-$; $-\text{O}-(\text{CR}_2)_{n+1}-\text{O}-$; $-\text{N}(\text{C}(\text{O})\text{R})\text{S}(\text{O})_p-$; $-\text{N}(\text{R})\text{S}(\text{O})_p\text{N}(\text{R})-$; $-\text{N}(\text{R})-\text{C}(\text{O})-(\text{CH}_2)_n-\text{O}-$; $-\text{C}(\text{O})\text{N}(\text{R})\text{C}(\text{O})-$; $-\text{S}(\text{O})_p\text{N}(\text{R})\text{C}(\text{O})-$; $-\text{OS}(\text{O})_p\text{N}(\text{R})-$; $-\text{N}(\text{R})\text{S}(\text{O})_p\text{O}-$; $-\text{N}(\text{R})\text{S}(\text{O})_p\text{C}(\text{O})-$; $-\text{SO}_p\text{N}(\text{C}(\text{O})\text{R})-$; $-\text{N}(\text{R})\text{SO}_p\text{N}(\text{R})-$; $-\text{C}(\text{O})\text{O}-$; $-\text{N}(\text{R})\text{P}(\text{OR}_b)\text{O}-$; $-\text{N}(\text{R})\text{P}(\text{OR}_b)-$; $-\text{N}(\text{R})\text{P}(\text{O})(\text{OR}_b)\text{O}-$; $-\text{N}(\text{R})\text{P}(\text{O})(\text{OR}_b)-$; $-\text{N}(\text{C}(\text{O})\text{R})\text{P}(\text{OR}_b)\text{O}-$; $-\text{N}(\text{C}(\text{O})\text{R})\text{P}(\text{OR}_b)-$; $-\text{N}(\text{C}(\text{O})\text{R})\text{P}(\text{O})(\text{OR}_b)\text{O}-$, or $-\text{N}(\text{C}(\text{O})\text{R})\text{P}(\text{OR}_b)-$;

where R for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl or substituted or unsubstituted aryl;

R_b for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted cycloalkyl or substituted or unsubstituted aryl;

p is 1 or 2; or

in a phosphorus containing group, the nitrogen atom, the phosphorus atom, R and R_b together form a five- or six-membered heterocyclic ring; or

A is NRSO₂ and R, R_a and the nitrogen atom together form a substituted or unsubstituted five or six-membered heterocyclic ring fused to ring 1; or

Z¹¹⁰-A-Z¹¹¹ taken together is a covalent bond; and

R₂ is a group of the formula -Z¹⁰¹-Z¹⁰²;

Z¹⁰¹ is a covalent bond, -(C₁-C₆)-, -(C₁-C₆)-O-, -(C₁-C₆)-C(O)-, -(C₁-C₆)-C(O)O-, -(C₁-C₆)-C(O)-NH-, -(C₁-C₆)-C(O)-N((C₁-C₆))- or a substituted or unsubstituted phenyl group;

Z¹⁰² is a substituted, saturated or unsaturated heterocyclic group; or a substituted, saturated or unsaturated heterobicyclic group; wherein said substituted heterocyclic and substituted heterobicyclic group have one or more substituents each independently selected from the group consisting of nitro, halo, substituted or unsubstituted (C₁-C₆), substituted or unsubstituted aryl, substituted or unsubstituted -C(O)-alkyl, substituted or unsubstituted -N(R)-(C₁-C₆)-OR, substituted or unsubstituted -N((C₁-C₆)-OR)₂, substituted or unsubstituted -N(R)-(C₁-C₆)-C(O)₂R, substituted or unsubstituted -(C₁-C₆)-N(R)-(C₁-C₆)-OR, substituted or unsubstituted -(C₁-C₆)-N(R)-(C₁-C₆)-N(R)₂, substituted or unsubstituted -(C₁-C₆)-C(O)N(R)-(C₁-C₆)-N(R)₂, substituted or unsubstituted -N(R)-(C₁-C₆)-OR, and a substituted or unsubstituted heterocyclic group comprising one or more heteroatoms selected from the group consisting of O, and S; wherein the nitrogen atoms of said heterocyclic group or heterobicyclic group are independently optionally substituted by oxo, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl,

substituted or unsubstituted $-C(O)N(R)_2$, substituted or unsubstituted $-C(O)-(C_1-C_6)-N(R)_2$, $-C(O)$ -alkyl, $-C(O)$ -aryl, $-C(O)$ -heteroaryl, substituted or unsubstituted arylalkyl group, or substituted or unsubstituted heteroarylalkyl;

a is 1 and D_1 , G_1 , J_1 , L_1 and M_1 are each independently selected from the group consisting of CR_a and N, provided that at least two of D_1 , G_1 , J_1 , L_1 and M_1 are CR_a ; or

a is 0, and one of D_1 , G_1 , L_1 and M_1 is NR_a , one of D_1 , G_1 , L_1 and M_1 is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above;

b is 1 and D_2 , G_2 , J_2 , L_2 and M_2 are each independently selected from the group consisting of CR_a and N, provided that at least two of D_2 , G_2 , J_2 , L_2 and M_2 are CR_a ; or

b is 0, and one of D_2 , G_2 , L_2 and M_2 is NR_a , one of D_2 , G_2 , L_2 and M_2 is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above; and

n for each occurrence is independently an integer from 0 to 6;

provided that when A is $-N(R)-$, Z^{110} and Z^{111} are each a covalent bond, and R_2 is a 3,4-diacyloxytetrahydrofur-2-yl, then Z^{100} is not alkyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl or pyrrolidinyl;

provided that when Z^{110} and Z^{111} are each a covalent bond, and R_2 is a 3,4-diacyloxytetrahydrofur-2-yl, Z^{100} is a substituted or unsubstituted alkyl, then A is not alkyl, $-O-$, $-C(O)-$, $-NHC(O)-$ or $-C(O)O-$;

provided that when $Z^{110}-A-Z^{111}$ taken together are a covalent bond, then Z^{100} is not alkyl; and

provided that when $Z^{110}-A-Z^{111}$ taken together are a C_1-C_6 alkyl, then Z^{100} is not phenyl, pyrrolyl, imidazolyl, pyrazolyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, furyl or thienyl.

113. (Previously Amended): A method of inhibiting one or more protein kinase activity in a patient comprising administering a therapeutically effective amount of a compound of Claim 89, 101, 107, 108, 109, 110, 111 or 112 or a physiologically acceptable salt or prodrug thereof to said patient.

114. (Original): The method of Claim 113 wherein said protein kinase is selected from the group consisting of KDR, FGFR-1, PDGFR β , PDGFR α , IGF-1R, c-Met, Flt-1, Flt-4, TIE-2, TIE-1, Lck, Src, fyn, Lyn, Blk, hck, fgr and yes.
115. (Cancelled)
116. (Previously Amended): A method of affecting angiogenesis in a patient comprising administering a therapeutically effective amount of a compound of Claim 89, 101, 107, 108, 109, 110, 111 or 112 or a physiologically acceptable salt or prodrug thereof to said patient.
117. (Original): The method of Claim 113 wherein the protein kinase is a protein serine/threonine kinase or a protein tyrosine kinase.
118. (Previously Amended): A method of treating one or more ulcers in a patient comprising administering a therapeutically effective amount of a compound of Claim 89, 101, 107, 108, 109, 110, 111 or 112 or a physiologically acceptable salt or prodrug thereof to said patient.
119. (Original): The method of Claim 118 wherein the ulcer or ulcers are caused by a bacterial or fungal infection; or the ulcer or ulcers are Mooren ulcers; or the ulcer or ulcers are a symptom of ulcerative colitis.
120. (Currently amended): A method of treating a condition in a patient comprising administering a therapeutically effective amount of a compound of Claim 89, 101, 107, 108, 109, 110, 111 or 112 or a physiologically acceptable salt or prodrug thereof to said patient, wherein said condition is Crow-Fukase (POEMS) syndrome, a diabetic condition, sickle cell anaemia, systemic lupus, glomerulonephritis, synovitis, ~~inflammatory bowel disease~~, Crohn's disease, glomerulonephritis, rheumatoid arthritis, osteoarthritis, multiple

sclerosis, graft rejection, ~~Lyme disease~~, sepsis, von Hippel Lindau disease, pemphigoid, psoriasis, Paget's disease, polycystic kidney disease, fibrosis, sarcoidosis, cirrhosis, thyroiditis, hyperviscosity syndrome, Osler-Weber-Rendu disease, chronic occlusive pulmonary disease, asthma or edema following burns, trauma, ~~radiation~~, hypoxia, ischemia, ovarian hyperstimulation syndrome, preeclampsia, menometrorrhagia, endometriosis, or infection by Herpes simplex, Herpes Zoster, ~~human immunodeficiency virus~~, parapoxvirus, protozoa toxoplasmosis, ocular or macular edema, ocular neovascular disease, scleritis, radial keratotomy, uveitis, vitritis, myopia, optic pits, chronic retinal detachment, post-laser treatment complications, conjunctivitis, Stargardt's disease, Eales disease, retinopathy, macular degeneration, atherosclerosis, restenosis, ischemia/reperfusion injury, vascular occlusion, carotid obstructive disease, ~~a solid tumor~~, a sarcoma, fibrosarcoma, osteoma, melanoma, retinoblastoma, a rhabdomyosarcoma, glioblastoma, neuroblastoma, teratocarcinoma, an hematopoietic malignancy, Kaposi's sarcoma, Hodgkin's disease, lymphoma, myeloma, leukemia or malignant ascites.

121. (Cancelled)

122. (Cancelled)

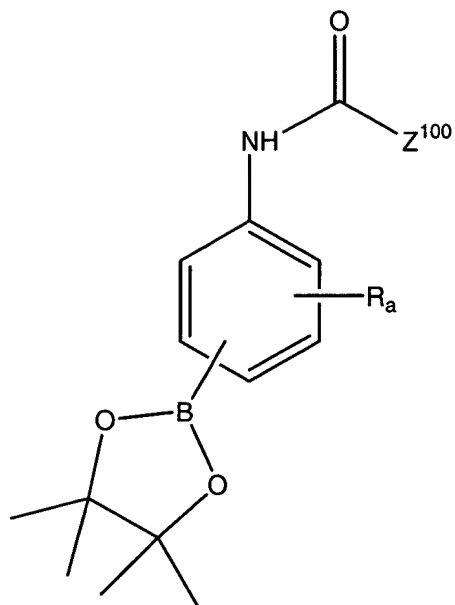
123. (Cancelled)

124. (Original): The method of Claim 120 wherein the diabetic condition is insulin-dependent diabetes mellitus glaucoma, diabetic retinopathy or microangiopathy.

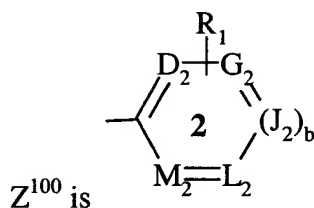
125. (Previously Amended): A method of decreasing fertility in a patient, said method comprising the step of administering to the patient an effective amount of a compound of Claim 89, 101, 107, 108, 109, 110, 111 or 112 or a physiologically acceptable salt or prodrug thereof.

126. (Cancelled)

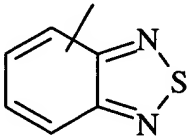
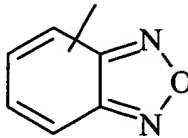
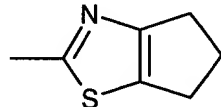
127. (Original): The method of Claim 114 wherein the protein kinase is Tie-2.
128. (Currently Amended): The method of Claim 116 wherein the compound of Formula I, or physiologically acceptable salt, or prodrug ~~or biologically active metabolite~~ thereof, is administered in combination with a pro-angiogenic growth factor.
129. (Previously Amended): The method of Claim 128 wherein the pro-angiogenic growth factor is selected from the group consisting of VEGF, VEGF-B, VEGF-C, VEGF-D, VEGF-E, HGF, FGF-1, FGF-2, derivatives thereof and antiidotypic antibodies.
130. (Previously Amended): The method of Claim 116 wherein the patient is suffering from anemia, ischemia, infarct, transplant rejection, a wound, gangrene or necrosis.
131. (Original): The method of Claim 113 wherein the protein kinase activity is involved in T cell activation, B cell activation, mast cell degranulation, monocyte activation, the potentiation of an inflammatory response or a combination thereof.
132. (Original): A method of preparing a 4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl intermediate represented by the following structural formula:



wherein:



Z^{100} is or a group optionally substituted with R_1 selected from the group consisting of alkyl, cycloalkyl, pyrrolidinyl, quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, phthalazinyl, imidazo[1,2-a]pyrimidinyl, 1H-imidazo[1,2-a]imidazolyl, imidazo[2,1-b][1,3]thiazolyl, naphthyl, tetrahydronaphthyl, benzothienyl, furanyl, thienyl, benzoxazolyl, benzoisoxazolyl,

benzothiazolyl, , , , thiazolyl, benzofuranyl, 2,3-dihydrobenzofuranyl, indolyl, isoxazolyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl, pyrazolyl, pyrrolyl, pyrrolopyridinyl, H-pyridinone, oxazolyl, isothiazolyl, oxadiazolyl, thiadiazolyl, indolinyl, indazolyl, imidazo[1,2-a]pyridinyl, benzoisothiazolyl, 1,1-dioxybenzoisothiazolyl, pyrido-oxazolyl, pyrido-thiazolyl, pyrimido-oxazolyl, pyrimido-thiazolyl and benzimidazolyl;

R_a and R_l represent one or more substituents for each occurrence independently selected from the group consisting of hydrogen, halogen, -CN, -NO₂, -C(O)OH, -C(O)H, -OH, -C(O)O-alkyl, -C(O)O-aryl, -C(O)O-heteroaryl, -C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylcarbonylamino, trifluoromethylsulfonamido, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkenyl, substituted or unsubstituted aryloxy, substituted or unsubstituted heteroaryloxy, substituted or unsubstituted heteroarylalkoxy, substituted or unsubstituted arylalkoxy, substituted or unsubstituted alkyl-S(O)_p-, substituted or unsubstituted alkyl-S-, substituted or unsubstituted aryl-S(O)_p-, substituted or unsubstituted heteroaryl-S(O)_p-, substituted or unsubstituted arylalkyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted alkynyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkyl, substituted or unsubstituted amido groups, substituted or unsubstituted heteroarylthio, substituted or unsubstituted arylthio, -Z¹⁰⁵-C(O)N(R)₂, -Z¹⁰⁵-N(R)-C(O)-Z²⁰⁰, -Z¹⁰⁵-N(R)-S(O)₂-Z²⁰⁰, -Z¹⁰⁵-N(R)-C(O)-N(R)-Z²⁰⁰, R_c and CH₂OR_c;

where R_c for each occurrence is independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, -CH₂-NR_dR_e, -W-(CH₂)_t-NR_dR_e, -W-(CH₂)_t-O-alkyl, -W-(CH₂)_t-S-alkyl, or -W-(CH₂)_t-OH;

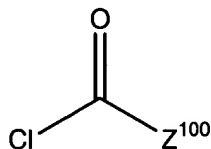
Z¹⁰⁵ for each occurrence is independently a covalent bond or (C₁-C₆);

Z²⁰⁰ for each occurrence is independently a substituted or unsubstituted (C₁-C₆), substituted or unsubstituted phenyl or substituted or unsubstituted -(C₁-C₆)-phenyl;

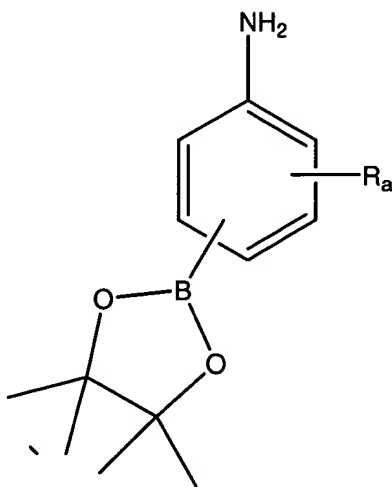
R_d and R_e for each occurrence are independently H, alkyl, alkanoyl or SO₂-alkyl; or R_d , R_e and the nitrogen atom to which they are attached together form a five- or six-membered heterocyclic ring;

t for each occurrence is independently an integer from 2 to 6;

W for each occurrence is independently a direct bond or O, S, S(O), S(O)₂, or NR_f,
wherein R_f for each occurrence is independently H or alkyl; or
R₁ is a substituted or unsubstituted carbocyclic or heterocyclic ring fused with ring 2; and
R for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl or substituted or unsubstituted aryl;
p is 1 or 2; and
b is 1 and D₂, G₂, J₂, L₂ and M₂ are each independently selected from the group consisting of CR_a and N, provided that at least two of D₂, G₂, J₂, L₂ and M₂ are CR_a; or
b is 0, and one of D₂, G₂, L₂ and M₂ is NR_a, one of D₂, G₂, L₂ and M₂ is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above;
comprising the step of reacting in the presence of an aprotic base an acid chloride represented by the following structural formula:

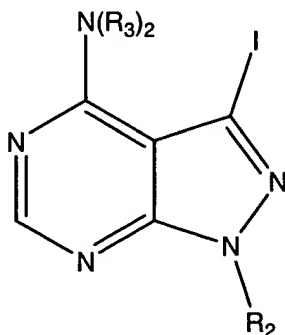


with a (4,4,5,5-tetramethyl-1,3,2-dioxaborolanyl)aniline represented by the following structural formula:



to form said 4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl intermediate.

133. (Original): The method of Claim 132, further comprising the step of reacting the 4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl intermediate in the presence of tetrakis(triphenylphosphine)palladium(0) and sodium carbonate with a 3-iodo-1*H*-pyrazolo[3,4-*d*]pyrimidine represented by the following structural formula:



wherein:

R₂ is H or a group of the formula -Z¹⁰¹-Z¹⁰²;

Z¹⁰¹ is a covalent bond, -(C₁-C₆)-, -(C₁-C₆)-O-, -(C₁-C₆)-C(O)-, -(C₁-C₆)-C(O)O-, -(C₁-C₆)-C(O)-NH-, -(C₁-C₆)-C(O)-N((C₁-C₆))- or a substituted or unsubstituted phenyl group;

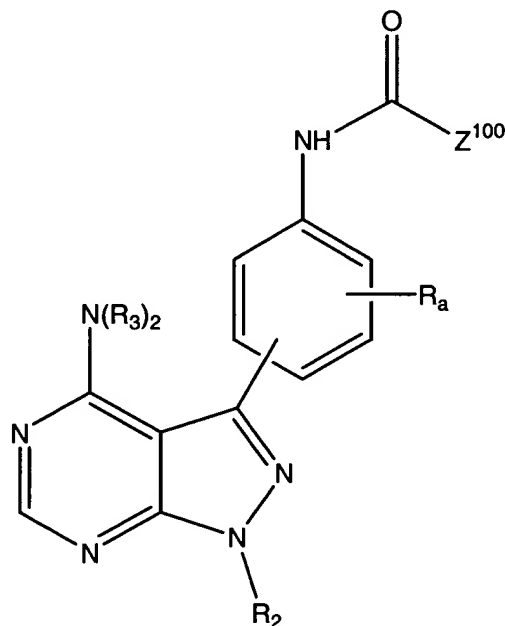
Z¹⁰² is hydrogen; a substituted or unsubstituted alkyl group; a substituted or unsubstituted cycloalkyl group; a substituted or unsubstituted cycloalkenyl, a substituted or unsubstituted, saturated or unsaturated heterocyclic group; or a substituted or unsubstituted, saturated or unsaturated heterobicyclic group; wherein said substituted alkyl, substituted cycloalkyl, substituted cycloalkenyl, substituted heterocyclic and substituted heterobicyclic group having one or more substituents each independently selected from the group consisting of hydroxyl, cyano, nitro, halo, substituted or unsubstituted (C₁-C₆), substituted or unsubstituted aryl, substituted or unsubstituted -C(O)-alkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted -N(R)-(C₁-C₆)-OR, substituted or unsubstituted -N((C₁-C₆)-OR)₂, substituted or unsubstituted -N(R)-(C₁-C₆)-C(O)₂R, substituted or unsubstituted -(C₁-C₆)-N(R)-(C₁-C₆)-OR, substituted or unsubstituted -(C₁-

C_6) -N(R)-(C₁-C₆) -N(R)₂, substituted or unsubstituted -(C₁-C₆) -C(O)N(R)-(C₁-C₆) -N(R)₂, substituted or unsubstituted sulfonamido, substituted or unsubstituted ureido, substituted or unsubstituted carboxamido, substituted or unsubstituted amino, substituted or unsubstituted -N(R)-(C₁-C₆) -OR, oxo, and a saturated, unsaturated or aromatic, substituted or unsubstituted heterocyclic group comprising one or more heteroatoms selected from the group consisting of N, O, and S; wherein the nitrogen atoms of said heterocyclic group or heterobicyclic group are independently optionally substituted by oxo, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted -C(O)N(R)₂, substituted or unsubstituted -C(O)-(C₁-C₆)-N(R)₂, -C(O)-alkyl, -C(O)-aryl, -C(O)-heteroaryl, substituted or unsubstituted arylalkyl group, or substituted or unsubstituted heteroarylalkyl; or R₂ is a group of the formula -B-E, wherein B is a substituted or unsubstituted cycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted azacycloalkyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkylsulfonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aminoalkylcarbonyl, substituted or unsubstituted alkylene, substituted or unsubstituted aminoalkyl, substituted or unsubstituted alkylencarbonyl or substituted or unsubstituted aminoalkylcarbonyl group; and E is substituted or unsubstituted alkyl, a substituted or unsubstituted cycloalkyl, substituted or unsubstituted azacycloalkyl, a substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted (C₁-C₆)-azacycloalkyl-, substituted or unsubstituted azacycloalkylcarbonyl, substituted or unsubstituted azacycloalkylsulfonyl, substituted or unsubstituted azacycloalkylalkyl, substituted or unsubstituted heteroaryl-N(R)-(C₁-C₆)-, substituted or unsubstituted aryl-N(R)-(C₁-C₆)-, substituted or unsubstituted alkyl-N(R)-(C₁-C₆)-, substituted or unsubstituted heteroaryl-(C₁-C₆)-N(R)-, substituted or unsubstituted aryl-(C₁-C₆)-N(R)-, substituted or unsubstituted alkyl-(C₁-C₆)-N(R)-, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylcarbonyl, substituted or

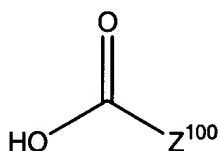
unsubstituted alkylcarbonyl, substituted or unsubstituted arylcarbonyl, substituted or unsubstituted heteroarylsulfonyl, substituted or unsubstituted alkylsulfonyl, substituted or unsubstituted arylsulfonyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted azacycloalkylcarbonylamino, substituted or unsubstituted heteroarylcarbonylamino, substituted or unsubstituted arylcarbonylamino, substituted or unsubstituted alkylcarbonylamino or substituted or unsubstituted aryl; and

R₃ for each occurrence is, independently, hydrogen, hydroxy, substituted or unsubstituted alkyl, substituted or unsubstituted -C(O)-alkyl, a substituted or unsubstituted -C(O)-aryl, or a substituted or unsubstituted -C(O)-heteroaryl or substituted or unsubstituted alkoxy;

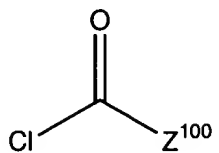
to form a compound represented by the following structural formula:



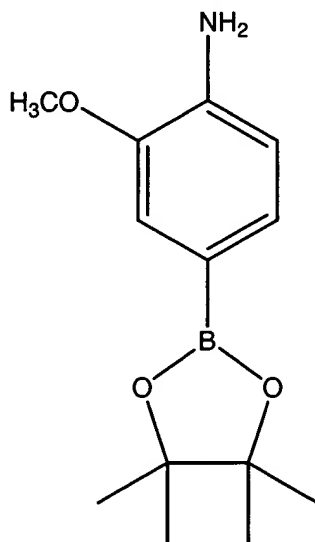
134. (Original): The method of Claim 133, further comprising the step of reacting a carboxylic acid represented by the following structural formula:



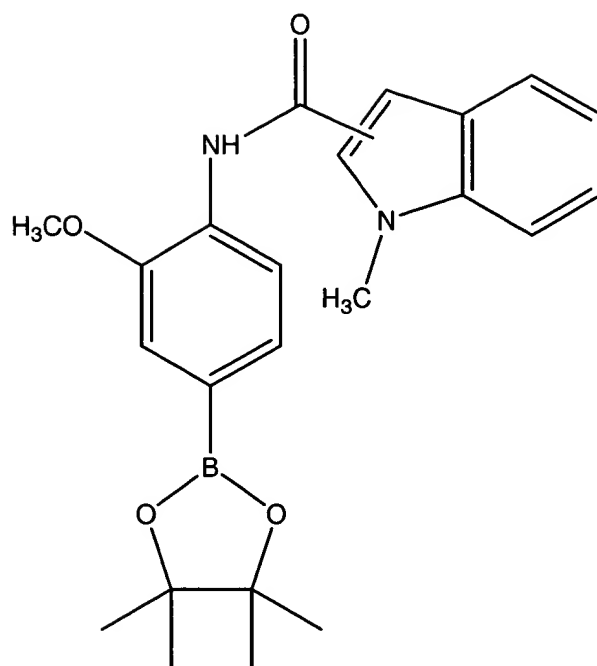
with oxalyl chloride and an aprotic base to form an acid chloride represented by the following structural formula:



135. (Original): The method of Claim 132, 133 or 134 wherein Z^{100} is an indolyl which is optionally substituted with R_1 .
136. (Original): The method of Claim 135, wherein Z^{100} is 1-methyl-indol-2-yl or 1-methyl-indol-3-yl.
137. (Original): The method of Claim 136, wherein the (4,4,5,5-tetramethyl-1,3,2-dioxaborolanyl)aniline is represented by the following structural formula:



and the 4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl intermediate is represented by the following structural formula:



138. (Original): The method of Claim 137, wherein R₂ is 4-(4-methylpiperazino)cyclohexyl.